

3:10 TO YUMA

by

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revisions by

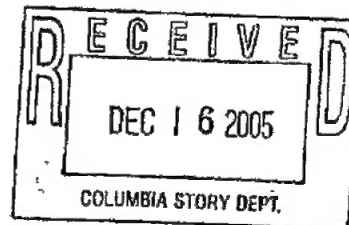
Stuart Beattie

12.16.05

based upon the film "3:10 to Yuma"
written by Halsted Welles

from the short story by
Elmore Leonard

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EXT. FOOTHILLS, DESERT VALLEY - 1884 - DAY

CLOSE ON - DAN EVANS (42)

lost in a weary gaze. His face stained with dust and failed dreams. Dan wears a simple man's clothes. A hat shields his eyes from the blistering summer sun.

SUPER: Southern Arizona - June, 1884

Cradled in his hands is a beautiful, pearl HAIR BROOCH. Dan glances at it heavily. A world of guilt on his shoulders...

...then he returns his eyes to the EMACIATED COW lying on the dry earth in front of him. The animal seems to have been dead for a few hours. FLIES BUZZING around its eyes and nose.

ANGLE ON - WILLIAM EVANS (16)

watching his father nearby. William's a good-looking kid, but he's got a restlessness in his eyes. It's like he'd rather be somewhere else. Anywhere else...

...he sits upon his horse, shuffling a DECK OF CARDS, unaware of what's in his father's hands. A YOUNG VOICE calls to them:

MARK (O.S.)

Found some tracks over here, pa.

MARK EVANS (12) is like his older brother in many ways. Iron-willed and independent, but a little more naive. He's calling from a nearby ridge, on his horse.

Dan quickly hides the brooch in his shirt pocket, then mounts his horse. William just keeps shuffling his cards, unmoving.

DAN

William. You wanna help us find the others.

William looks at Dan, still refusing to move...

...until Dan fires a look at him and he reluctantly puts his cards away. As he nudges his horse ahead, he hears a SQUAWK.

Up in the endless blue sky, a RED-TAILED HAWK is circling. It dives down over a ridge out of view. And William trots ahead, following his father.

EXT. BOULDER CLUSTER, DESERT VALLEY - DAY

CLOSE ON - BEN WADE (40)

staring at something. Wade has a ruggedly handsome face, charming when it wants to be, deadly when it needs to be.

He's crouched beside his horse. Watching the RED-TAILED HAWK which has landed fifty feet away on the branch of a withered tree. In his hands is a small NOTE PAD and PENCIL...

...and we see that he's sketching the bird quite deftly, his sharp eyes capturing every detail until something behind him startles the hawk and it flies away.

Wade watches it shrink into the sky, not turning to see what startled the bird. PULL BACK TO REVEAL: CHARLIE PRINCE (36), an outlaw, riding up behind Wade.

CHARLIE PRINCE
Coach is coming.

WADE
Guards.

CHARLIE PRINCE
Fucking Pinkertons. Six of them.

Wade nods, couldn't care less. He tears the SKETCH out of his note pad and pins it on the DRIED BRANCH where the hawk was.

WADE
Pinkertons bleed just like regular folks.

He climbs onto his horse, riding back past Charlie Prince...

...and for a moment, Charlie Prince stares at the sketch of the hawk FLUTTERING in the breeze. And then he follows Wade.

EXT. STAGECOACH, DESERT VALLEY - DAY

ANGLE ON - GALLOPING HOOVES

thundering down a desert road. A team of EIGHT HORSES pulling an ARMORED PINKERTON STAGECOACH. An EYE LOGO on the door with the slogan below: *The Eye That Never Sleeps...*

...there are SIX PINKERTON SECURITY OFFICERS riding upon the coach. Two on a gun platform mounted on the back. Two inside, peering out gun slits. And two in front.

The driver's name is BILL MOONS (28). The youngest of a group which is clearly made up of older veterans. Moons seems timid but focused on his job...

...sitting next to him is BYRON MCELROY (55), the leader of this crack crew. McElroy's as tough as they come. Weathered face and snake-like eyes.

In his hands is a mean-looking, twelve-gauge HAMMER SHOTGUN with both barrels sawn off. He taps the trigger nervously.

EXT. BOULDER CLUSTER, DESERT VALLEY - DAY

ANGLE ON - A HERD OF CATTLE

scattered around the hillside above the road. There are about forty animals in all. And they are malnourished. Most of them are mere skin and bones...

...we find Wade noticing the cattle as he rides down to a CLUSTER OF BOULDERS. This is where his gang awaits.

Twelve battle-scarred men. Whites. African-Americans. A few Mexicans. Even one Chinese. All of them are armed. Veterans of innumerable skirmishes.

Wade returns his eyes to the road below...

...here comes the stagecoach, barreling along.

He gives a lazy nod, as if this simple gesture requires every effort. The rest of the gang surges forward, weapons drawn --

EXT. STAGECOACH, DESERT VALLEY - DAY

-- they appear suddenly on the road ahead. McElroy grimaces.

MCELROY
(calling)
Here we go.

With practised proficiency, the Pinkertons flip down or slide across several STEEL PLATES in front of them. Hunkering down.

EXT. BOULDER CLUSTER, DESERT VALLEY - DAY

Wade sees this and grins, amused by the Pinkertons' efforts.

EXT. STAGECOACH, DESERT VALLEY - DAY

The outlaws and the Pinkertons clash suddenly in a violent FUSILLADE OF BULLETS. Wade's outlaws gallop past the coach, then wheel back around to catch it.

McElroy and the other men defend the coach valiantly. Taking cover behind their ARMORED STEEL PLATES as the coach rattles along the road...

...we notice the two Pinkertons inside the stagecoach taking aim through their gun slits. One of them manages to SHOOT an OUTLAW off his horse --

EXT. BOULDER CLUSTER, DESERT VALLEY - DAY

-- and Wade's grin promptly disappears. He gives a nod to an outlaw perched on the boulders. This is JAVIER CAMPOS (42).

Campos takes aim through the MODIFIED SCOPE on his rifle --

EXT. STAGECOACH, DESERT VALLEY - DAY

-- BANG! Campos plants a round right through the narrow gun slit. Hitting one of the Pinkertons in his face...

...the other one turns to check on his comrade.

BANG! A second shot RICOCHETS off the gun slit. The Pinkerton takes cover, leveling his rifle out the slit at the sniper...

...BANG! A THIRD SHOT through the gun slit kills him.

ANGLE ON - MCELROY

realizing that there's a sniper up on the boulders ahead. He quickly sets down his HAMMER SHOTGUN and aims a rail-mounted SWIVEL GUN at the CLUSTER OF BOULDERS...

...BOOM! The recoil of the SWIVEL GUN almost tips the whole stagecoach over while hurtling along the dry desert road --

EXT. BOULDER CLUSTER, DESERT VALLEY - DAY

-- the GUN SHELL flies through the air towards Campos. He has just enough time to scramble off the boulders and duck as the shell SLAMS into the rock.

The EXPLOSION is less than twenty feet away but Wade doesn't even flinch. Glaring at McElroy with mounting aggravation --

EXT. STAGECOACH, DESERT VALLEY - DAY

-- and McElroy glares straight back as the stagecoach draws closer. Threatening to race right past Wade now...

EXT. FOOTHILLS, DESERT VALLEY - DAY

Over the ridge, Dan and his boys hear the distant commotion.

DAN

Stay behind me, boys.

Dan urgently spurs his horse forward towards the crest of the nearby ridge. William follows closely, his curiosity piqued.

EXT. BOULDER CLUSTER, DESERT VALLEY - DAY

Wade glances again at the HERD OF CATTLE nearby. A thought flickers across his mind. And he abruptly wheels his horse towards the animals.

He draws a WINCHESTER RIFLE and begins to fire it into the air to get the cattle moving. They startle and scatter --

EXT. STAGECOACH, DESERT VALLEY - DAY

-- a tell-tale PLUME OF DUST rises on the road ahead. McElroy squints at it. Realizing in a heartbeat what's happening...

MCELROY

Pull up. Pull up, kid.

...the young driver just glances at him, confused.

In the next second, the forty cows and bulls stampede out in front of the stagecoach, BELLOWING and GRUNTING. The coach plows straight into them.

HOOVES, HORNS, and HIDES collide.

The HORSES get trapped in their tethers.

The STAGECOACH lists violently to one side.

The WHEELS snap off and the STAGECOACH deadhalts, catapulting two more Pinkertons into the maelstrom of SCREECHING ANIMALS.

ANGLE ON - MCELROY

falling off his seat. His LEFT ARM gets caught in the wheel below. His ARM BONES break instantly and McElroy SCREAMS.

ANGLE ON - BILL MOONS

falling, too. Disappearing in the BILLOWING DUST.

ANGLE ON - THE OUTLAWS

hounding the Pinkertons like wolves upon the fold.

TOMMY DARDEN (28) slices the throat of one of the Pinkertons with his serrated BOWIE KNIFE. Amused by the man's spasmodic death throes.

Charlie Prince wields a pair of SCHOFIELD PISTOLS like the Grim Reaper. Selecting the other Pinkerton on the ground, but not killing him right away...

...instead, BLOWING HOLES in the man's legs and arms before finally putting him out of his misery with a neat HEAD SHOT.

EXT. BOULDER CLUSTER, DESERT VALLEY - DAY

Wade watches the carnage with a clear sense of repugnance.

EXT. STAGECOACH, DESERT VALLEY - DAY

The SHOOTING gradually dies down now. McElroy reaches in vain for his HAMMER SHOTGUN lying on the ground nearby. His BROKEN ARM still threaded awkwardly in the STAGECOACH WHEEL...

...as Charlie Prince levels a SCHOFIELD PISTOL at his gut.

CHARLIE PRINCE

Morning, Pinkerton. Name's Charlie Prince. You heard of me.

MCELROY

I heard of a balled-up whore named Charlie Princess. That you, missy.

Some of the others get a chuckle out of this. But not Charlie Prince. CRACK! The SCHOFIELD fires once into McElroy's gut...

CHARLIE PRINCE

I hate Pinkertons.

...and McElroy just grunts. Like he's been sucker-punched.

ANGLE ON - WADE

riding up now, his gang clearing a path for him. He gives a nod to Tommy Darden who rushes up to the stagecoach wreckage with a Chinese man, WU PHENG (35).

They quickly set EXPLOSIVES on the PADLOCKED STEEL DOOR as Wade approaches McElroy. A look between them. Wade glances about at the armored stagecoach.

WADE

Probably cost Butterfield more than I've taken to outfit his coach like this.

MCELROY

Fuck you, Wade.

WADE

(smiles)

You tell him I said hello.

MCELROY

You let me live, it won't change a thing. I'll come for you.

WADE

Be disappointed if you didn't.

BOOM! The EXPLOSIVES blows the STEEL DOOR off its hinges.

Tommy Darden jumps inside the stagecoach and reappears with a STRONG BOX. He then shoots off the PADLOCK and opens the box.

INSIDE THE STRONG BOX: DOZENS OF CASH ROLLS. *Railroad money.*

Darden whoops with joy, passing the CASH ROLLS to Wu. He puts the CASH ROLLS into SADDLE BAGS, and then he loads the SADDLE BAGS onto his horse.

EXT. RIDGE, DESERT VALLEY - DAY

Meanwhile, Dan and his boys crest the ridge and see their CATTLE standing about the desert road in a CLOUD OF DUST.

MARK

I see them.

Dan hushes the boy, seeing the STAGECOACH WRECKAGE now.

EXT. STAGECOACH, DESERT VALLEY - DAY

Tommy Darden now tosses the last of the CASH ROLLS to Wu and prepares to jump down from the coach when all of a sudden...

...CLICK! Darden freezes, hearing the pistol behind him. The rest of the gang goes still, guns ready. Watching Bill Moons climb up from behind the coach and grab Darden hostage-style.

BILL MOONS

You put that money back or I'll --

Wade quick-draws his WALKER COLT...

...BANG! Darden spins around violently.

Grabbing his WOUNDED SHOULDER. SCREAMING.

Bill Moons' loses his grip. Stunned. Confused.

BANG! Another shot catches him between the eyes.

His head snaps back. And he falls to the dusty ground.

Wade calmly lowers his SMOKING PISTOL. Staring at Bill Moons and Tommy Darden as if he's just swatted a pair of flies --

EXT. RIDGE, DESERT VALLEY - DAY

-- Dan and his boys have witnessed all this from the ridge...

...it's the first time the children have ever seen a killing. Mark is horrified. William is fascinated.

DAN

Don't move, don't make a sound.

EXT. STAGECOACH, DESERT VALLEY - DAY

Wade dismounts. Unhurrying. Walking over to Bill Moons, gazing into those lifeless eyes. Then crouching by Darden...

...the wounded outlaw looks up at Wade, teeth gritted against the pain in his shoulder. There's no anger here. Just endless regret and fear. *Darden knows he fucked up.*

BANG! Wade puts a THIRD BULLET in Darden's head.

The rest of the gang doesn't say a word. Wade meets their eyes, ejecting the three EMPTY SHELLS from his pistol...

...they tumble into the dust and the blood by his boots.

EXT. RIDGE, DESERT VALLEY - DAY

Mark suddenly COUGHS up on the ridge. Dan covers his mouth --

EXT. STAGECOACH, DESERT VALLEY - DAY

-- but the outlaws hear it. Wade leaps back onto his horse, GALLOPING up towards the ridge with Charlie Prince. As they go, Wu helps himself to Darden's BOWIE KNIFE.

EXT. RIDGE, DESERT VALLEY - DAY

Dan rides protectively in front of his two boys as Wade and Charlie Prince approach. Wade and Dan stare at one another.

WADE

Looking for something, rancher.

DAN

Those are my cattle you found. I'd like them back, please.

WADE

Well now seeing as you said please.

(pause)

Gonna need those horses, though.

Dan hesitates reluctantly...

WADE

So you don't do anything foolish like riding to warn the marshal.

...and Dan gives his boys a look. They dismount and Charlie Prince gathers the reins. Wade gives Dan a grateful nod.

WADE

We'll turn them loose this side of Bisbee.

William gazes at the two outlaws as they turn --

EXT. STAGECOACH, DESERT VALLEY - DAY

-- riding back past the STAGECOACH WRECKAGE. The gang falls in behind Wade, charging off down the desert road...

...in a matter of seconds, they're gone.

ANGLE ON - DAN

now leading his sons down towards the cattle which are still milling about by the STAGECOACH WRECKAGE. The grim sight of the ambush stops Dan and his boys in their tracks...

...there are seven DEAD BODIES. Several CATTLE have also been killed. So have the EIGHT HORSES that pulled the stagecoach.

ANGLE ON - WILLIAM

who spots something by Bill Moons' corpse...

...the three SPENT SHELLS from Wade's WALKER COLT. William selects one of the shells. Gazing at it like it's treasure.

ANGLE ON - DAN

reaching McElroy by the STAGECOACH WHEEL. He frees McElroy's BROKEN ARM from the wheel. McElroy GRUNTS with unholy pain.

EXT. CATTLE TRAIL, FOOTHILLS - DAY

Dan and William carry McElroy on a MAKESHIFT STRETCHER as Mark plugs the Pinkerton's wound with the now BLOODY RAG.

WILLIAM

We should've done something.

MARK

Like what.

WILLIAM

Something. Anything's better than just standing by and watching.

MCELROY

(weak)

Kid, that was the Ben Wade gang...

They all know that name. Dan and William trade a look.

EXT. EVANS RANCH, FOOTHILLS - DAY

Dan's ranch is nestled in some foothills beside a DRY CREEK BED. The ranch smells like struggle, unflattering in design but practical in purpose.

We find ALICE EVANS (38) hanging BEDSHEETS on a clothes line, sweating in the brutal heat. Her face floods with horror when she spots Dan and William carrying McElroy on the stretcher.

Alice rushes over to them, checking on the boys and McElroy.

ALICE
What happened.

DAN
Railroad coach got held up.

MARK
(re: McElroy)
He was lucky, they killed the rest,
even shot one of their own men.

WILLIAM
It was Ben Wade. He rode right up
to us. We were face to face.

DAN
(to his sons)
Go fetch some horses. Quick now.

The boys run off towards the stables as Alice glances at Dan, concerned. She helps him load McElroy onto an OLD WAGON next to the ranch.

Dan helps himself to a drink of water from a barrel then fills a WATER CANTEEN as Alice grabs a HAND TOWEL and some IODINE.

ALICE
Were the boys in danger.

DAN
No, they just wanted the payroll.
(off her weary look)
Won't be like this for much longer,
Alice. That railroad's gonna bring
law and order when it reaches town.

They return to McElroy and Dan quickly dresses his wound. He offers the semi-conscious McElroy a sip of water.

ALICE
This man needs a doctor.

DAN
I'm taking him to Alex.

ALICE
Alex Potter's a vet.

DAN

Nearest doctor's in Contention.
He'd never make it.

Alice turns away. She sees the boys approaching with the horses. And she starts to cry. Dan finishes up with McElroy and walks over to her.

DAN

Go on, say it. You wish we were
living in Philadelphia.

ALICE

We're not living here, Dan. We're
dying.

DAN

What do you want me to do. I can't
make it rain. You expect me to cool
off the sun.

ALICE

I want you to go borrow the money
we need to use Ron Sharp's river.
(off his look)
You have to do something. We've put
ten years into this place.

Just now, the boys return with two HORSES...

...and Dan helps attach the horses to the wagon.

DAN

William, take your brother and go
round up the cattle. I'll be back
as soon as I can.

Dan glances at Alice, then drives the wagon forward. McElroy
jostles about in back, grunting. The others watch them go...

...we HOLD ON: William clearly wanting to go with his father.

EXT. BISBEE, MULE MOUNTAINS - DAY

Ben Wade rides slowly through a rocky wilderness, shadowed by
Charlie Prince. The rest of the gang is nowhere in sight...

...the three men are approaching a remote mountain town. Not
much more than a dozen WOODEN BUILDINGS littered down a main
road. Everything is covered in a layer of dry desert dust.

A TRAIN DEPOT is being constructed by the town. A sign says:

ANNOUNCING THE BISBEE-CONTENTION LINE
BROUGHT TO YOU BY THE GENTLEMEN OF
THE SOUTHERN RAILROAD COMPANY

EXT. MAIN STREET, BISBEE - DAY

The two outlaws survey the town as they ride through. There's a SALOON. A BANK. A VET'S OFFICE. And a BLACKSMITH. TOWNSFOLK hurry along, none of them paying much attention to the pair.

EXT. MARSHAL'S OFFICE, BISBEE - DAY

At the end of the street sits a MARSHAL'S OFFICE. Wade ties his horse up out front, noticing a BEAUTIFUL BARMAID emerge from the saloon across the street...

...this is EMMA NELSON (31). She glances at Wade, recognizing him for a moment. Then turning to sweep up the front porch as Wade continues to stare at her.

Charlie Prince heads into the office, leaving Wade outside --

INT. MARSHAL'S OFFICE, BISBEE - DAY

-- he comes upon GRAYSON BUTTERFIELD (54) arguing with the marshal, ANDY WEATHERS (49). His two deputies, NATE TUCKER (31) and JOE CRAWLEY (24), watch.

Butterfield's an imperious, overweight man. Used to getting his way, which is why he's so upset with the marshal today.

MARSHAL WEATHERS
Maybe they're just running late,
Mister Butterfield.

BUTTERFIELD
My coaches never run late.

CHARLIE PRINCE
Talking about the Railroad Coach.

MARSHAL WEATHERS
I help you, Sir.

CHARLIE PRINCE
You Mister Butterfield.

BUTTERFIELD
I'm Grayson Butterfield. Executive
Vice President. Southern Railroad.

WADE
Your coach got held up. About ten
miles out of town.

BUTTERFIELD
I knew it...

CHARLIE PRINCE
Looked like the Ben Wade gang.

DEPUTY CRAWLEY
Ben Wade. Here in Bisbee.

MARSHAL WEATHERS
Why didn't you try and help.

CHARLIE PRINCE
Didn't see it till we looked back
at the pass.

The three lawmen scramble to retrieve their guns and rush out
the door. Butterfield follows, glancing at Charlie Prince --

EXT. MARSHAL'S OFFICE, BISBEE - DAY

-- we find Wade outside, still gazing at Emma. She looks back
at him, then slinks back inside the saloon as the marshal and
his deputies urgently mount their horses.

MARSHAL WEATHERS
(at Charlie Prince)
Where you fellas from anyway.

Charlie Prince is suddenly at a loss for words...

...and Wade notices. He keeps his eyes beneath his hat.

WADE
Prairie Cattle Company.

MARSHAL WEATHERS
Didn't know they got this far.

WADE
They just purchased sixty thousand
head down in Mexico and they hired
us to drive them in.

The marshal stares at them, then gallops up the street...

...and Wade watches them go. Charlie Prince nods a thanks to him, but he's already thinking about Emma. Walking his horse across the street to the saloon.

Charlie Prince makes sure Butterfield and the three lawmen have gone, then he follows his boss across the dusty street.

Wade gives a nod. Charlie Prince passes the nod to someone up the street. It's Wu Pheng. Bent over the HIND QUARTERS of his horse, pretending to inspect its hooves.

Wu gives a nod to another outlaw milling about in an alley, and he gives a nod to another. Pretty soon, every member of Wade's gang is materializing from somewhere in the town...

...and we realize now that they were here long before their boss arrived. They quickly descend upon the saloon from all directions, trailing Wade --

INT. SALOON, BISBEE - DAY

-- he peers cautiously over the SALOON SWING DOORS. The place is virtually empty. A few tables and chairs, with a long bar running down one wall.

Emma's waiting for him. Keeping her eyes on Wade as he leads his large crew inside. Noticing that one or two come in from the BACK DOOR. Wade takes a place at the head of the bar...

...not a word is spoken as Emma starts pouring them each a shot of WHISKEY. Gradually working her way up to Ben Wade.

A flash of recognition on Wade's face now...

...the two of them staring at each other a moment.

CHARLIE PRINCE

Here's to the boss. He had to say goodbye to Tommy Darden today and that's too fucking bad. But we're only as strong as our weakest and Tommy was obviously weak.

Wade downs his shot with the rest of his men. They file past him back out the SALOON DOORS now. His eyes holding Emma's.

Charlie Prince stops beside him, a little anxious...

CHARLIE PRINCE

That marshal's gonna be back soon.

...and Wade just looks at him. And Charlie Prince leaves.

EXT. SALOON, BISBEE - DAY

He mounts his horse with the others outside. An African-American bandit, MAURICE JACKSON (38), rides up...

...glancing in through the dirty window at Wade and Emma.

JACKSON
What's he doing.

CHARLIE PRINCE
What he always does.

And with that, Charlie Prince leads the gang out of town --

INT. SALOON, BISBEE - DAY

-- inside, Emma starts to clean up.

WADE
I've seen you someplace before.

EMMA
Have you.

WADE
You ever work for a blind Irishman
in Dodge City.

EMMA
I was a singer. Best time I ever
had, my whole life.

WADE
What made you quit.

EMMA
Well, I... I got to coughing too
much. Doctor said I should find a
drier climate.

Emma turns and collects the SHOT GLASSES now...

...and Wade follows her around the bar like a hawk.

EMMA
You always stay behind in a place
when your men clear out.

WADE

When I see something worth staying
behind for.

Now he gently touches the back of her neck...

...and Emma hasn't been touched like that in a while.

WADE

You know, you look kind of skinny.

EMMA

I feel skinny.

WADE

That's all right. I don't mind
skinny girls, long as they have
green eyes to make up for it...

Pressed against her back now, whispering in her ear...

WADE

Do you have green eyes.

...she turns, showing Wade her lovely BROWN EYES. He smiles.

WADE

That's all right... They don't have
to be green.

EXT. CATTLE TRAIL, FOOTHILLS - DAY

Dan drives his wagon along a cattle trail. McElroy's still in
back. All of a sudden, they come upon Dan's THREE HORSES tied
obligingly to a tree.

He stops the wagon, surprised. Gathering the horses and tying
them to the WAGON RAILS now as the marshal's posse rides up.

MARSHAL WEATHERS

Dan, you okay. We heard Ben Wade
hit the Railroad Coach.

DAN

(nods)

This's the only one that made it.

BUTTERFIELD

Mister McElroy. Can you hear me.

MCELROY

He was goddamn waiting for us...

DAN

Said he was going to Bisbee.

DEPUTY TUCKER

We just came from Bisbee.

DAN

Didn't you see an outfit ride through. There was a dozen of them at least.

And with dark faces, they all realize...

...a very real anger brewing amongst them.

BUTTERFIELD

We have to go back and arrest him.

DEPUTY CRAWLEY

Arrest Ben Wade. For how long. Till his gang comes in and shoots up the whole town.

DEPUTY TUCKER

Nobody's ever held him yet.

MARSHAL WEATHERS

If we could grab him, maybe we could get him out of town quick.

DEPUTY TUCKER

And take him where.

MCELROY

Why don't you can catch the bastard first. Then if you're not dead, you can worry about where to take him.

INT. EMMA'S BEDROOM, SALOON - DAY

Wade kicks back on a chair, wearing only his pants. Sketching Emma who's lying naked on her bed in a room above the saloon.

WADE

There's a town I know south of the border... Folks'd pay good money to hear a white woman sing down there.

EMMA

Imagine me shinning down to Mexico with a wanted man.

WADE

I'm not wanted in Mexico.

She studies him, wondering if he's serious...

...and then they break into a smile together. Emma climbs out of bed and trundles into the bathroom. And Wade's smile ebbs.

He tears out the SKETCH OF EMMA and leaves it on the bed...

EXT. EVANS RANCH, FOOTHILLS - DAY

William and Mark herd their SCRAWNY CATTLE towards the ranch in the distance. William's staring at the WALKER COLT SHELL, lost in his thoughts...

...he glances at Mark who's doing all the work. Then he turns his horse and GALLOPS away from the ranch. Mark sees him go.

MARK

William.

But William's not stopping for anything.

INT. SALOON, BISBEE - DAY

Wade follows Emma downstairs, tucking in his shirt. His hand whips to his WALKER COLT when he sees Dan standing by himself at the counter...

...immediately, Emma hurries over behind the bar. Attempting to diffuse the tension as she discreetly buttons her blouse.

EMMA

Dan. Would you like a drink.

DAN

Thanks, Emma. But I came to talk to Mister Wade.

WADE

Something I can do for you.

DAN

You, uh... You drove off my cattle.

WADE

Got them back, didn't you.

DAN

Took half a day's work.

WADE

Well, what's a half a day's work worth to you...

DAN

When I hire out a full day, I get two dollars.

WADE

How's two dollars for half a day.

Wade slaps TWO DOLLAR COINS on the counter...

...then adds two more, SLAPPING them down loudly.

WADE

For your boys. I used their time, too.

DAN

If you don't mind, uh... There's my cattle. You killed some of them.

WADE

Four more for killed cattle. Now's there anything else you wanna get paid for, Dan.

Dan hesitantly collects the EIGHT DOLLAR COINS. Wade notices how he stares at the money a moment longer than necessary.

Just now, both Dan and Emma notice Marshal Weathers silently appearing in the back door. Leveling a SLIDE-ACTION REPEATER at Wade's back.

DAN

Well, if it's alright with you, you can give me two dollars extra.

WADE

For what.

DAN

For making me nervous.

And Wade's face changes, *something wrong here.*

CLICK-CLACK! Marshal Weathers cocks his SLIDE-ACTION REPEATER behind Wade. Digging the muzzle hard into the outlaw's back.

MARSHAL WEATHERS

Put your hands up, Wade.

His two deputies appear in the SALOON DOORS, PISTOLS drawn.

Everybody watches to see what Wade's going to do. The outlaw just glares at Dan, begrudgingly impressed. Keeping his eyes on Dan as he raises his hands.

Deputy Crawley takes his WALKER COLT as Deputy Tucker locks a pair of HAND CUFFS on his wrists. Wade offers no resistance.

Dan lets out a triumphant breath...

WADE
Smile while you can.

...and now Dan's grin vanishes.

INT. DOC POTTER'S OFFICE, BISBEE - DAY

Across the street, we find DOC POTTER (42) searching for the bullet in McElroy's gut as best he can. McElroy's lying on a stone slab big enough for a horse...

...that's because it's built for a horse. Doc Potter is a vet and his office is a cluttered mess of ANIMAL BONES and CHARTS OF ANIMAL TISSUES. And the odd, empty HIP FLASK.

McElroy SCREAMS as Doc Potter pulls out the bullet with a set of BLOODY FORCEPS. Staring at it in shock. McElroy gasps with relief. Glancing out the window to see the lawmen escort Wade out of the saloon --

EXT. MAIN STREET, BISBEE - DAY

-- already, curious TOWNSFOLK are converging on the marshal and his two deputies as they lead Ben Wade out onto the street. This is the biggest thing ever to happen in this small, frontier town.

ANGLE ON - WILLIAM

galloping into town, the WALKER COLT SHELL in his hand as he dismounts on the edge of the crowd and strains to get a look at the outlaw.

ANGLE ON - DAN

approaching GLENN HOLLANDER (52) in the crowd. Hollander is the owner of the Bisbee saloon. Part-host. Part-crook. He's gazing at Wade like everyone else.

DAN
Mister Hollander. I speak to you a
minute, please.

HOLLANDER
You ready to pay back your loan.

Dan looks at him, clearly reluctant...

...as he pulls out the beautiful brooch.

DAN
Actually, I'd like you to hold onto
this as collateral for a new loan.

HOLLANDER
A new loan.

DAN
I need two hundred dollars. That'll
buy me six months water rights from
Ron Sharp and --

HOLLANDER
Sorry, Dan. I can't help you.

DAN
Mister Hollander, my wife... She
doesn't know how bad things are.

HOLLANDER
You haven't told her.

DAN
I've been hoping to spare her the
worry.

HOLLANDER
Dan, we're looking to foreclose on
you by the end of summer. You have
to tell her.

Dan stares at Hollander with the brooch in his hand...

...all of a sudden, Dan notices William standing in the crowd
a few feet away. His eyes on the brooch. *Looking betrayed.*

EXT. MARSHAL'S OFFICE, BISBEE - DAY

Down the street, the lawmen escorting Wade reach their office
now. Butterfield's waiting outside. Glaring at the outlaw.

BUTTERFIELD
So you're the man who keeps robbing
my coaches.

WADE
And killing your men. Don't forget
the men, Mister Butterfield.

EXT. MAIN STREET, BISBEE - DAY

Meanwhile, Dan grabs William yanks him away from Hollander.

DAN
Told you to go round up the cattle.

WILLIAM
Mark can do it on his own. He ain't
a kid no more.

DAN
Long as you're still living under
my roof, you're both my kids.

WILLIAM
Don't tempt me...

DAN
What'd you say.

WILLIAM
Nothing.

DAN
You wanna leave, see how hard it is
out there.

WILLIAM
Maybe I do. Maybe I already got my
bag packed under my bed. Maybe I
can't wait to get out.

DAN
I ain't raising no quitters.

WILLIAM
Ain't nothing wrong with quitting
when you've already lost.

Dan stares at his son, frustrated...

...BANG! A sudden shot rings throughout the crowd.

A WOMAN SCREAMS. And the crowd parts around a FALLEN MAN --

EXT. DOC POTTER'S OFFICE, BISBEE - DAY

-- the commotion draws McElroy outside while Doc Potter's still trying to stitch him up. They both see something --

EXT. MAIN STREET, BISBEE - DAY

-- it's *Charlie Prince*, tearing down the street on his horse, a SCHOFIELD PISTOL smoking in his hands. Yelling as he rides:

CHARLIE PRINCE
This town's gonna burn.

EXT. MARSHAL'S OFFICE, BISBEE - DAY

Marshal Weathers quickly shoves Wade inside his office as the two deputies OPEN FIRE on Charlie Prince. He scoots away upon his horse, into the hills...

INT. MARSHAL'S OFFICE, BISBEE - DAY

The marshal urgently muscles Wade through his office --

INT. HOLDING CELL, MARSHAL'S OFFICE - DAY

-- throwing him into an adjacent HOLDING CELL. Wade grins.

WADE
What good's all this. My boys are gonna come now. I'll go free. And you'll all get killed.

MARSHAL WEATHERS
Mister, we're gonna get you outta here so fast your feet won't even touch the ground.

The two deputies PADLOCK the CELL DOOR, sharing a fearful look behind the marshal's back as they all hurry back out.

EXT. MAIN STREET, BISBEE - DAY

Dan and William watch Marshal Weathers fight his way through the crowd to get to the FALLEN MAN. Doc Potter is already on the scene, checking the man for a pulse...

...he looks up at the marshal and shakes his head. Weathers takes his news hard. He glances around at the silent crowd.

MARSHAL WEATHERS

Sooner we get Ben Wade out of here, the better. Now I have a plan to do just that. But I need more men. I'm asking for volunteers.

Dan and William look around with everyone else...

...nobody is stepping forward. In fact, people are stepping back. Returning to their stores and homes in ones and twos.

BUTTERFIELD

Now listen here... That railroad is coming to Bisbee. And civilization is coming with it. You want to be a respectable town. A town folks can journey to and settle down without fear. This is your chance. You want to grow and prosper. Or would you prefer to wither away like so many other frontier towns.

BISBEE MAN #1

Can you guarantee our safety.

MCELROY (O.S.)

Safe. Who knows what's safe.

McElroy hobbles through the crowd, gripping his SHOTGUN.

MCELROY

I know a man who dropped dead from looking at his wife. My own mother fought the Indians for sixty years then choked to death on lemon pie.

MARSHAL WEATHERS

If you're coming with us, mister, then Doc Potter's going with you.

DEPUTY TUCKER

(scoffs)

The Doc. Out on the trail.

DOC POTTER

I don't think that's a good idea. I have "patients" waiting for me.

MARSHAL WEATHERS

Humans come first today, Doc.

DAN
I'll go, too.

William's stunned, watching his father...

...the Marshal greets Dan, shaking his hand.

MARSHAL WEATHERS
Thank you.

DAN
Don't thank me. I ain't going for
Bisbee. You'll have to pay me two
hundred dollars.

MARSHAL WEATHERS
Dan, you know my office hasn't got
that kind of money.

BUTTERFIELD
Is he any good with a rifle.

MARSHAL WEATHERS
Best shot in the county.

BUTTERFIELD
(pause)
I'll pay you one hundred.

DAN
Due respect, Sir. I need two.

BUTTERFIELD
You drive a hard bargain.

MARSHAL WEATHERS
Anyone else. Anyone.

But there are no more takers...

BUTTERFIELD
(to Dan)
All right. Two hundred dollars.

...and the two men shake hands. Dan catches William's unsure
eyes as the marshal leads his new team towards his office...

EXT. MARSHAL'S OFFICE, BISBEE - DUSK

Night is falling as Marshal Weathers muscles Wade outside to
a waiting PRISON WAGON. Wade pauses by Emma among the crowd.

WADE

I'll send you something. You like pearls... I send you some pearls.

She smiles and Marshal Weathers all but shoves Wade inside the PRISON WAGON. The marshal then quickly climbs onto the driver's seat and whips the horses forward.

PULL BACK ON: Emma and the rest of the Bisbee townsfolk as they stand back and watch the PRISON WAGON take Wade away, passing a ROAD SIGN which points ahead to: "FORT HUACHUCA".

INT./EXT. PRISON WAGON, FOOTHILLS - DUSK

Marshal Weathers hauls ass along back the CATTLE TRAIL in the foothills, ever aware that Charlie Prince is following him on the ridge like a dog trailing its master...

...inside the wagon, Wade glances at his HAND CUFFS and grins self-assuredly. As if he's amused by the pathetic attempts of these simple frontiersmen.

He notices a tear in the seat...

...a PIECE OF COPPER WIRING sticking out.

EXT. EVANS RANCH, FOOTHILLS - DUSK

DAN'S CATTLE are back in the holding yard. Dan's on the porch with Alice. His two boys inside, pressed against the windows.

WHAT THEY SEE: The PRISON WAGON is now passing their ranch, crossing a CRUDE BRIDGE over a dry creek bed. They also see Charlie Prince crest a nearby bluff, watching the wagon.

INT./EXT. PRISON WAGON, EVANS RANCH - DUSK

Inside the wagon, Wade has now carefully extracted a length of COPPER WIRING from his seat. He stretches it in his hands, testing its strength...

...all of a sudden, the PRISON WAGON stops. One of the wheels has skidded off the CRUDE BRIDGE. Caught in the sandy dirt.

Marshal Weathers curses, leaping down and attempting to free the wheel. Wade glances out through the PRISON BARS, watching the marshal's futile struggle.

MARSHAL WEATHERS

(to Dan)

Hello, there. Can you give me a hand with this.

EXT. PORCH, EVANS RANCH - DUSK

On cue, Dan runs out. Deputies Tucker and Crawley follow.

EXT. BLUFF, EVANS RANCH - DUSK

Charlie Prince squints to get a look at what's going on as the men from the ranch disappear behind the listing PRISON WAGON and begin to push it back up onto the bridge.

EXT. PRISON WAGON, EVANS RANCH - DUSK

Wade quickly pockets the length of COPPER WIRING as Marshal Weathers discreetly UNLOCKS the prison wagon door and hauls Wade out. Deputy Crawley exchanges hats with the outlaw...

WADE

Remind me never to play cards in this town.

...now Marshal Weathers gives Deputy Tucker the key to WADE'S HAND CUFFS. The deputy places the key in his breast pocket.

Deputy Crawley now takes Wade's place inside the PRISON WAGON and Marshal Weathers PADLOCKS the door again. Wade watches as the men finally push the PRISON WAGON back onto the bridge --

EXT. BLUFF, EVANS RANCH - DUSK

-- the switch has taken just a few fast seconds. And from his vantage point on the bluff, Charlie Prince is none the wiser.

EXT. PRISON WAGON, EVANS RANCH - DUSK

The sun dips beneath the hills now, shrouding the ranch and the men in shadow. Marshal Weathers resumes his seat on top of the PRISON WAGON.

MARSHAL WEATHERS

Good luck, gentlemen.

DAN

Good luck yourself.

And the marshal rides on, leaving Wade behind with them --

EXT. BLUFF, EVANS RANCH - DUSK

-- thinking Wade's still in the PRISON WAGON, Charlie Prince wheels his horse around, galloping away from the ranch...

EXT. PORCH, EVANS RANCH - DUSK

Alice watches warily as Dan and Deputy Tucker lead Wade up to the porch. McElroy and Butterfield appear in the doorway now.

Wade smiles at McElroy, stopping to admire Alice...

...she returns the look with a ferocious glare. Dan smiles to himself. Tucker pushes Wade on, leaving Dan and Alice alone.

ALICE

How long does he have to stay here.

DAN

Just an hour or so. We have to make sure Wade's gang took the bait.

ALICE

And what happens when they catch up to the marshal.

DAN

If they're lucky, they'll get to Fort Huachuca before that can happen. Even Ben Wade's outfit won't try anything in front of the entire Sixth Cavalry.

Alice just silently heads inside.

EXT. EVANS RANCH, FOOTHILLS - NIGHT

The sun has gone now and the sky is filled with stars. Doc Potter keeps watch on Dan's porch with Deputy Tucker...

...both of them nervously cradling SHOTGUNS in their laps.

DEPUTY TUCKER

Hey, Doc. Doc. I got this pain in my left foot. Hurts when I lean on it. Like this. No, like this. See.

DOC POTTER
I'm a veterinarian, not a doctor.

DEPUTY TUCKER
Imagine I'm a horse.

DOC POTTER
If you were a horse I'd put you
down.

Deputy Tucker shoots him a look, Doc Potter grins nervously.

INT. DINING ROOM, EVANS RANCH - NIGHT

Inside, Alice prepares dinner. The two boys take the DINNER
PLATES to the table where Butterfield is waiting...

...we see William offer a plate to Wade who's sitting in the
corner. He smiles a thanks. McElroy sits next to the outlaw,
his HAMMER SHOTGUN in his hands.

Wade ravenously digs in to his food...

MARK
We always wait to say Grace.

...and Wade freezes with a mouthful of MASHED POTATO.

ALICE
And we don't presume to teach other
people manners.

MARK
Aren't we supposed to say Grace for
murderers, too.

ALICE
Grace is for everybody, dear.

MARK
Well, then why don't we say it.

DAN
Mark --

MCELROY
Somebody say the goddamn Grace.

Alice fires a look at Dan for that...

...as everyone at the table bows their heads. Wade follows
suit respectfully. Alice hesitates with the words:

ALICE

God, our Father, Lord and Savior,
thank you for your love and favor.
Please bless this drink and food we
pray. Bless all who...

(glancing at Wade)

...who *shares* with us today. Amen.

Wade looks up at McElroy who's watched him throughout...

...the others start eating their dinners. William glances at
Wade constantly. Mark just stares at the outlaw suspiciously.

MARK

You know, if my pa wants to, he can
shoot you dead. He can shoot a jack
rabbit at fifty yards.

DAN

Shooting animals is a lot different
to shooting a man.

WADE

No, it isn't.

Everyone looks up from their plates.

WADE

Just ask Byron here. He's killed a
dozen men. Even a few women, way I
heard it.

MCELROY

There's not a soul I've taken that
didn't deserve what it got.

WADE

See when it comes to killing, Byron
doesn't think in terms of man or
woman or *child*. He thinks of souls.

MCELROY

Corrupted souls. Like yours.

BUTTERFIELD

Is that true, Mister McElroy. Would
you even kill a child.

MCELROY

If I knew that child was about to
take a life... Or would grow up to
take a life one day... Well, it'd
be a crime *not* to kill that child.

ALICE

But how would you *know*.

McElroy just stares at Alice. Wade smiles and tries to cut his steak. But with his hands cuffed, he has some difficulty.

DAN

Give it here.

WADE

Thank you, Dan. Would you mind cutting the fat off, please. I don't like fat.

BANG! BANG! The shots are coming from out on the porch --

EXT. PORCH, EVANS RANCH - NIGHT

-- it's Doc Potter, firing the SHOTGUN into the darkness as Tucker struggles to stop him. Dan and the boys rush outside.

DOC POTTER

There's something moving out there behind the rocks.

As they watch, a JACK RABBIT creeps out from behind a tree.

INT. DINING ROOM, EVANS RANCH - NIGHT

Meanwhile inside, Wade gazes over at Alice. Noticing for the first time that she has GREEN EYES. He smiles across at her.

WADE

Where are you from.

ALICE

Philadelphia.

WADE

You ever been to San Francisco.

ALICE

If it's all right by you, Mister Wade, I'd rather we *not* talk.

WADE

I knew a girl there... She was the daughter of a sea captain. And she had these beautiful green eyes, the greenest eyes I've ever seen.

(MORE)

WADE (cont'd)

And I used to look real deep into those eyes and well, they'd just change colors right in front of me. All the colors of the sea. Beautiful.

He stares into her green eyes and she can't look away...

WADE

What'd you say your name was.

DAN (O.S.)

Alice.

...she snaps out of her thoughts, furious at herself. Wade's satisfaction is palpable. Watching Dan as Alice follows him --

EXT. MASTER BEDROOM, EVANS RANCH - NIGHT

-- into their bedroom. Dan closes the door behind Alice. It's obvious she feels awful. They keep their voices low, mindful of the thin walls.

Dan begins packing a SADDLE BAG for the trip as they talk:

ALICE

Don't go with him, Dan. It's not worth it. There are other ways of making money.

(no reply)

What exactly did Mister Hollander say to you.

DAN

I told you, he said no.

ALICE

But why. We've never borrowed from him before.

(no reply)

Have we.

DAN

It doesn't matter why. I have to do this, Alice. For us. For our family.

There's a polite KNOCK on the door.

BUTTERFIELD (O.S.)

Mister Evans. We're leaving.

Dan goes to the door, glancing back at Alice. Then he goes.

EXT. PORCH, EVANS RANCH - NIGHT

The group is saddling up. Wade. Tucker. McElroy. Butterfield. Doc Potter. Dan emerges onto the porch with Alice. Their sons are waiting for them...

DAN

You take care of your mother. Don't be any trouble.

MARK

Yes, Sir.

WILLIAM

I wanna come with you.

DAN

No, son. I need you here.

...and William knows that's the end of it. He glares at his father, then angrily storms inside. Dan just lets him go.

ANGLE ON - WADE

watching Dan kiss Alice goodbye. The outlaw waits until Dan has climbed onto his waiting horse. Then Wade trots over to Alice, politely tipping his hat.

WADE

Appreciate your hospitality, ma'am.

(looking at Dan)

Hope I can send him back to you all right.

Alice says nothing, refusing to let him shake her. He just smiles and rides away with the rest of the little group.

ANGLE ON - THE GROUP

as they head towards the nearby hills.

WADE

So where are we headed, deputy.

DEPUTY TUCKER

Ain't none of your business where we're headed. You're a prisoner, Wade. You don't speak, you don't piss, you don't fucking breathe without my say so. Understand.

McElroy rides up, purposefully glancing at Tucker.

MCELROY

We're going to Contention. We're putting you on the 3:10 to Yuma, day after tomorrow.

Wade smiles, watching the power-play between the two men.

DEPUTY TUCKER

You shouldn't have told him that.

WADE

But now if we get separated, I'll know where to meet up.

PULL BACK ON: The group riding away from the ranch...

...while Alice and Mark remain on the porch, watching the night darkness swallow them up.

INT. BOYS' BEDROOM, EVANS RANCH - NIGHT

Alice is now putting the boys to bed, tucking Mark in...

...the young boy COUGHS suddenly. A deep hacking that clearly isn't normal, although Alice and William don't seem alarmed.

Alice opens a BOTTLE OF COUGH SYRUP on his bedside table and gives him a measured spoonful. It's all very routine, as if they've done this a thousand times before.

MARK

What'd he mean, he'd send him back all right.

ALICE

That was just talk. Pay it no mind.

Alice kisses the boys and turns off a lamp...

...the second she closes the door, William leaps out of bed, fully dressed. Mark sits up and watches his brother quietly.

William quietly opens his window and pulls a PACKED HAVERSACK from under his bed. Checks on the RATIONS he's wedged inside.

We see an old SIX SHOOTER PISTOL also inside the HAVERSACK...

EXT. CATTLE TRAIL, SPUR - NIGHT

The group is now following the cattle trail up a spur.

WADE

My crew knows all the back roads to Fort Huachuca. They're gonna catch that coach by dawn.

DEPUTY TUCKER

Marshal's riding light and fast.

WADE

Not gonna make any difference. My boys are mad as Hell.

The way he says that haunts all of them.

DOC POTTER

Don't listen to him. He's just trying to get our goat up.

WADE

Have another drink, Doc.

DOC POTTER

I gave that up six years ago. I'm a changed man now. I do what's right, no matter what the cost.

WADE

Trouble is knowing right from wrong.

DOC POTTER

A good Christian always knows.

WADE

Say you're treating a cow for some disease. And there's a family that depends on that cow for milk. You kill the cow and let that family starve. Or do you let the cow be, and risk infecting all the whole county.

Doc Potter stares at Wade, unable to answer.

All of a sudden, McElroy turns to look back at a LONE FIGURE following them on horseback about four hundred yards back...

...the rider seems to be following the group. Disappearing around bends or behind trees, only to reappear on the trail a few moments later.

McElroy stops his horse. And the group instantly goes on the alert. Weapons up. Fingers on triggers. The LONE FIGURE keeps riding towards them.

MCELROY.

Off your horses. Move it.

Everyone obediently does as he says...

...Tucker roughly yanks Wade down from his horse. Doc Potter helps McElroy. Butterfield gathers the horses by the reins.

Dan, McElroy, and Tucker take up firing positions behind some rocks and hedges. Eyes on the cattle trail. Weapons ready...

...finally, the LONE FIGURE appears around the bend.

ANGLE ON - DEPUTY TUCKER

as he goes to shoot. Dan clamps a hand down over his rifle.

DAN

It's my son...

WADE

Is that the quiet one or the one that doesn't shut up.

Dan shoots him a look, then walks up to William.

DAN

I told you to --

WILLIAM

You can't stop me from coming along anymore. I left home. I'm on my own now.

DAN

Goddammit, William. This's no time for games. Now turn around and go.

Dan gathers his horse. The others respectfully keeping their distance and riding on with him. Leaving William behind...

...we HOLD ON: William upon his horse, not turning around.

EXT. CATTLE TRAIL, RIDGE - NIGHT

They're cresting a ridge now, etched by the starlight...

...and William's still following them a few hundred yards behind. Dan smolders with frustration. Wade notices this.

WADE

It's a difficult age. Between the hay and the grass, my old man used to say.

DAN

He's just stubborn.

WADE

Well, you can't plant a radish and get an onion.

DAN

Don't talk to me like you know me, Wade. We ain't friends.

WADE

Only a stubborn man would keep his family on a dying ranch.

DAN

I ain't stubborn. He's just looking out for his father is all.

Wade chuckles, leaning closer.

WADE

You know why I'm so hard to lock away, Dan. People like me. Farmers give me shelter. Cattlemen give me food. Judges let me off. Jailers let me out. Everybody, every law-abiding citizen out there feels strangled and imprisoned by their shitty little lives. And me...

(grins)

...well, I'm like that bird that should never be caged.

Wade glances back at William.

WADE

Your boy isn't protecting you. He's following me.

And he rides on. Dan watching him.

EXT. WILLIAM'S CAMP, CATTLE TRAIL - NIGHT

William cooks his supper on a CAMPFIRE later that night. His horse is unsaddled nearby. He burrows into his HAVERSACK and pulls out a well-read DIME NOVEL.

INSERT - DIME NOVEL

featuring a SILHOUETTED OUTLAW on the cover. A smoking pistol in each hand. Rain falling in sheets. A lurid title splashed across the top: "THE OUTLAW'S REVENGE!"

William consumes the pages of the DIME NOVEL with an excited grin, glancing at a FLICKERING LIGHT on the trail ahead --

EXT. CAMP #1, CATTLE TRAIL - NIGHT

-- it's the group's CAMPFIRE. Wade's lying awake, staring up at the stars. Dan's got the watch. His RIFLE on the outlaw...

...the rest of the men are already asleep around the fire.

WADE

Hey, Dan. How much they paying you.

DAN

What makes you think they're paying me.

WADE

You're not a lawman. Don't work for Butterfield's Railroad. You must be in some kind of debt.

(no reply)

I imagine that's the sort of thing puts pressure on a marriage.

DAN

What would you know about marriage.

WADE

I know enough not to get married.

DAN

Guess we can't all be thieves, can we.

WADE

It's man's nature to take what he wants.

DAN

Well, I make an honest living.

WADE

Haven't you heard the news. Honesty surrendered.

DAN

Shut up and go to sleep.

WADE

Does Alice know how bad it is.

DAN

I said go to sleep.

WADE

(realizing)

She doesn't, does she.

DAN

It doesn't matter.

WADE

Lying to your wife ain't exactly "honest", though, is it.

DAN

And you're the pinnacle of truth.

WADE

I'm an outlaw, Dan... I don't feel bad about it. I don't apologize for it. And I sure don't lie about it. And if I had a wife like Alice...

Dan's quietly starting to burn up now...

WADE

...I'd treat her a whole lot better than you do. I'd feed her better. Buy her pretty dresses. I wouldn't make her work so hard, Dan...

(pause)

...yeah, I'll bet Alice was a real pretty girl before she married you.

...and Dan just explodes, his RIFLE in Wade's face.

DAN

Shut up about my wife. You say just one more word and I'll cut you down right here.

DOC POTTER (O.S.)
Mister Evans.

Dan glances aside at Doc Potter...

...he's staring hard at Dan from under his BLANKET. After a few moments, Dan lowers his rifle. Wade grins. Deputy Tucker has been watching.

DEPUTY TUCKER
It's my watch.

Dan finds a place to lie down as far from Wade as he can get, and we see McElroy quietly uncock his SHOTGUN. Butterfield snores away throughout.

EXT. CAMP #1, CATTLE TRAIL - NIGHT

Everyone's asleep now except for Deputy Tucker who is sitting near Wade, his RIFLE leveled at him as he sings...

DEPUTY TUCKER
(singing)
...yes, they're gonna hang me in
the morning, before this night is
done. They're gonna hang me in the
morning and I'll never see the sun.

...and Wade just glares at him lethally.

DEPUTY TUCKER
(singing)
I wanna warn you fellas, tell you
one by one -- what makes a gallows
rope to swing is a woman and a gun.

WADE
I suppose it's too much to ask for
a little sleep.

DEPUTY TUCKER
Way I figure it, I'd be snoozing in
my bed right now if it weren't for
you. So if I got to be up, you're
damn well gonna be up with me.

(smirks)
Here's one you'll like. It's called
"The Dying Outlaw".

(singing)
Come gather around me, my comrades
and friends, for sun it is setting
on life's short day.

(MORE)

DEPUTY TUCKER (cont'd)
I'm wounded to die and there's
nothing to do, but wait till my
life ebbs away...

Wade rolls over, simmering. We see him discreetly remove the length of COPPER WIRING from his jacket, twisting it tightly around both his hands...

EXT. CAMP #1, CATTLE TRAIL - DAWN

...a strange GURGLING NOISE wakes Dan an hour later in the dawn light. He focuses on the noise to see Wade strangling Deputy Tucker with the COPPER WIRING.

For a split second, Dan can't believe what he's seeing. In the next moment, McElroy lunges at Wade from out of nowhere with the butt of his shotgun.

Wade falls off Tucker. Dropping the COPPER WIRING.

The others begin to stir now, reacting with shock and horror to what Wade's done. Doc Potter rushes over to Deputy Tucker and searches for a pulse...

...he doesn't find one. His hands close Tucker's eyes.

SMACK! McElroy boots Wade savagely in the face. The outlaw tumbles. And now McElroy starts to beat Wade, his vigorous movements re-opening his own wounds.

Butterfield and Doc Potter hurry to pull McElroy back.

Wade notices Dan deliberately hanging back. And a grin creases his bloody, battered face. That spurs Dan forward, pulling McElroy back with sudden force.

DAN
That's enough, Mister McElroy.

McElroy stops, if only because he's exhausted and weak...

...he returns to Deputy Tucker and retrieves the HAND CUFFS KEY as Wade sits up, nursing his wounds and staring at Dan.

DOC POTTER
We have to bury him.

MCELROY
You take the time to dig a grave,
you might as well dig two.

...and with that, the group reluctantly begins to saddle up.

EXT.. FORT HUACHUCA, ARIZONA - DAWN

An AMERICAN FLAG droops over the sprawling army barracks at Fort Huachuca. The dawn sun glinting over the still sleeping town. About a mile away, we find...

...a small speck racing through a canyon towards the town --

INT./EXT. PRISON WAGON, CANYON - DAY

-- it's the prison wagon. Marshal Weathers is looking pretty tired as he sits on top, whipping his TEAM OF HORSES through a thin canyon trail.

Deputy Crawley keeps an eye out through the PRISON BARS of the wagon. A weary smile etching his face when he sees the town in the distance.

The marshal reaches for his WATER CAN...

...BANG! The shot almost takes his head off.

Marshal Weathers tumbles from the PRISON WAGON, falling past Deputy Crawley's eyes as he smashes lifelessly into a CACTUS.

ANGLE ON - JAVIER CAMPOS

retracting his rifle from his sniping position behind a LARGE BOULDER. Charlie Prince pats him on the back, watching now as the PRISON WAGON HORSES slow to a halt, exhausted.

ANGLE ON - DEPUTY CRAWLEY

trapped inside the PRISON WAGON. His PISTOL drawn as he peers out the PRISON BARS either side, watching the gang approach.

CHARLIE PRINCE
Get you outta there in a second,
boss. Don't you worry.

Jackson grabs the PADLOCK KEY off the MARSHAL'S BELT, giving it to Charlie Prince who then goes to open the PADLOCK...

...BANG! Crawley catches Charlie Prince, point blank.

The outlaw stumbles backwards. Bleeding from his neck. The bullet has scraped him. The other outlaws draw their guns.

CHARLIE PRINCE
No.

He gives a nod to Wu who quickly frees the horses from the wagon. Other outlaws now set the PRISON WAGON on fire...

...the smoke and flames swiftly engulf the old wooden PRISON WAGON. But Charlie Prince never moves. Deputy Crawley starts to panic.

DEPUTY CRAWLEY

Oh, Jesus... Oh, no.

CHARLIE PRINCE

Where is he.

DEPUTY CRAWLEY

Open the door. Let me out of here, goddammit.

CHARLIE PRINCE

Where'd they take him.

DEPUTY CRAWLEY

I don't know.

CHARLIE PRINCE

Mister, you better tell me where they took him or you will burn.

The smoke is choking Crawley now...

...the flames rising higher every second.

DEPUTY CRAWLEY

They took him to Contention. Gonna catch the 3:10 to Yuma Territorial Prison tomorrow.

CHARLIE PRINCE

You ain't fucking lying now.

DEPUTY CRAWLEY

I ain't lying. I swear to God. Now let me out of here.

JACKSON

Contention's back the whole other way. We'd have to just about kill our horses to make it in time.

CHARLIE PRINCE

We'll buy new ones when we get there.

And with that, the outlaw remounts his horse...

...he gives a whistle to his crew and they ride off.

DEPUTY CRAWLEY

Wait... Don't leave me here. Don't
you bastards leave me in here.

But they don't stop, leaving Crawley to his horrible fate.

EXT. CAMP #1, CATTLE TRAIL - DAY

William sits on his horse, staring at something in shock...

...it's the body of Deputy Tucker. Slumped by the SMOULDERING
CAMP FIRE. There's some confusion in William's eyes. As if he
doesn't quite know how to feel.

Just now, he notices several SMALL SPECKS riding towards him
on the plains below. He spurs his horse onwards up the trail.

EXT. PROMONTORY, MOUNTAINS - DAY

BINOCULAR P.O.V. - THE BEN WADE GANG

riding hard and fast across the endless Arizona plains. They
barely visible in the distance, perhaps fifty miles away.

ANGLE ON - McELROY

sitting on his horse on a high promontory. The others grouped
around him. McElroy lowers his BINOCULARS, his grim face says
it all. Wade smirks.

WADE

Can't say I didn't warn you.

DAN

There's a shortcut to Contention.

McELROY

Shortcut.

DAN

Through the pass.

BUTTERFIELD

Why didn't you tell us this before.

DOC POTTER

It's Cocopah country. Warriors who
refused to be put on reservations.

McElroy looks through his BINOCULARS again...

...then he turns his horse around to the others.

MCELROY

We'll take our chances with the
Indians.

EXT. CATTLE TRAIL, RAVINE - DAY

CLOSE ON - A PAIR OF MINERS

lying by the side of the trail. They're dead. *And their heads
have been scalped.* Their bodies left to rot in the hot sun...

...everyone stares quietly at the corpses as they ride past.

PULL BACK TO REVEAL: The group now rides on the edge of a
magnificent ravine, two hundred of feet deep. The scenery
here is quite spectacular, *if a little precarious...*

...they're passing by a CRUMBLING BRIDGE which traverses the
ravine. The bridge is old and rotting, abandoned years ago.

McElroy leads the group, scanning every crack and crevice in
the enormous ravine. His HAMMER SHOTGUN cradled in his lap.

Dan tows Deputy Tucker's horse, his thoughts far away. Wade
suddenly rides up beside him and Dan QUICK-COCKS his rifle,
but Wade just gives an easy grin...

...a silence between them as they ride for a moment.

DAN

Why'd you pick Nate Tucker. Why not
me. Or Butterfield. Or Doc Potter.

WADE

Nate Tucker was an asshole.

DAN

(re: McElroy)

What about him.

WADE

Byron's just plain dumb. Fought on
the wrong side in the war. Flashed
his badge to all the wrong people.
Politicians don't like it too much
when you lock away their sons and
daughters. No matter how guilty
they might be.

As Wade speaks, the group stops by a MINER'S GONDOLA which is attached to a STEEL CABLE that's strung across the ravine...

...this is as far as they can go, the trail ahead blocked by the natural formation of the ravine. Fortunately, the gondola is fairly new and appears big enough to transport one horse at a time.

Wade is still talking as McElroy dismounts and opens the gate leading to the gondola. Testing the cables with his weight.

WADE

(smiles)

Yeah, I figure I'm probably the closest thing to a friend Byron's got these days.

MCELROY

You just keep on talking, Wade. All the way to Yuma. Every goddamn soul in that place has a drunk for a dad and a whore for a mom.

(looks at him)

You know what I mean.

Wade just looks at McElroy...

...then launches, leaping off his saddle.

CRASH-TACKLING the Pinkerton with a stunning body-blow.

They fall into the MINER'S GONDOLA. Wade hits the BRAKE LEVER and now the MINER'S GONDOLA lurches out over the deep ravine.

Dan lunges off his horse and heaves on the BRAKE LEVER...

...the SPARKS FLY as the brakes desperately try to stop the absconding gondola. Butterfield lines up his rifle on Wade.

ANGLE ON - WILLIAM

coming up from several hundred yards behind. He sees what's happening and he quickly starts across the CRUMBLING BRIDGE.

ANGLE ON - WADE & MCELROY

scuffling about in the MINER'S GONDOLA. Wade is all over this guy now, pummeling him relentlessly with both chained fists.

ANGLE ON - DAN

as the BRAKE LEVER snaps off in his hands. He scrambles back to his horse and yanks the RIFLE from out of his saddle pack.

ANGLE ON - WADE

who suddenly realizes he's about to get shot when...

...WHAM! The MINER'S GONDOLA abruptly hits the far side.

Wade and McElroy tumble out onto the LANDING PLATFORM and the STEEL CABLE whiplashes all the way back up to the start...

...and now Dan no longer has a clean shot, unable to see the two behind the LANDING PLATFORM GUARD RAIL as Wade strangles McElroy with his HAND CUFFS.

ANGLE ON - WILLIAM

bravely crossing the CRUMBLING BRIDGE on his horse. ROTTEN PLANKS fall out beneath its hooves. But William presses on.

ANGLE ON - DAN

who now winds the CABLE WINCH which gradually begins to haul the MINER'S GONDOLA back up its slight incline. Doc Potter's there to help him a moment later...

...both men frantically working the CABLE WINCH, desperate to save McElroy. Butterfield FIRES off several hopeless shots.

CLOSE ON - WADE

smiling down into McElroy's face as he chokes the last breath of life out of the battered Pinkerton. Byron McElroy shudders suddenly with a deep-seated fear...

WADE

I'll see you again, Byron.

...then McElroy's eyes glaze over. *His body going limp.* Wade falls back, exhausted. Staring at the corpse almost sadly.

ANGLE ON - DAN

working the CABLE WINCH in the heat, the MINER'S GONDOLA only halfway back. When Doc Potter stops. And Dan follows his eyes across the ravine...

...there's Wade rising up from behind the guard rail, staring back at Dan and the others. *They all know what this means.*

ANGLE ON - WADE

turning to run, but suddenly William rides up...

...his OLD PISTOL is trembling in his young hands.

ANGLE ON - DAN

instinctively letting go of the CABLE WINCH. It spins free as Dan jumps out onto the STEEL CABLE with his RIFLE...

DAN

William.

...he shuffles along over the ravine.

CLOSE ON - WADE

grinning up at William and the quivering pistol...

WADE

You know how to work that, son.

...BANG! The bullet zips past Wade's ear. And that smug grin coldly disappears. Wade glances at Dan out on the cable.

WADE

Dan, it's all over, you hear. Your Pinkerton's dead. Your deputy, too.

ANGLE ON - DAN

struggling not to look down as he hurries along the cable...

...he's unaware that the MINER'S GONDOLA races ahead of him back towards the LANDING PLATFORM. Seconds away from impact.

ANGLE ON - WADE

keeping low behind the LANDING PLATFORM GUARD RAIL...

WADE

Call off your boy and let's go our separate ways. Got spread too thin, Dan. Nothing to be ashamed of.

...but Dan just keeps inching along the STEEL CABLE.

ANGLE ON - BUTTERFIELD & DOC POTTER

listening to all this from their side of the ravine.

ANGLE ON - WADE

waiting to hear from Dan. He glances over the GUARD RAIL...

...and sees the MINER'S GONDOLA thundering towards him. Wade ducks as the gondola catapults into the LANDING PLATFORM.

ANGLE ON - DAN

frozen with fear as the STEEL CABLE whiplashes towards him...

...his hands lose their grip. And he's thrown up. The others watching now as he falls. And grabs the cable. And hangs on.

Dan dangles over the hundred foot drop...

...watching his RIFLE fall, fall, fall.

DAN

William.

WILLIAM

Yes, Sir.

DAN

Think you can keep an eye on him.

WILLIAM

(anxious)

I'm doing a better job than you,
ain't I.

Dan loops his legs over the STEEL CABLE.

DAN

Well, just keep him there and we'll
come on over.

William holds his gun on Wade, nervous. The outlaw smiles at the boy, impressed. Butterfield's pleased. So's Doc Potter...

...and Dan begins to inch his way along the STEEL CABLE.

EXT. CATTLE TRAIL, BUTTES - DAY

CLOSE ON - THE HAND CUFFS KEY

now in Dan's hands. He stares at the key, then places it in his breast pocket. We also notice McElroy's HAMMER SHOTGUN, now resting on Dan's saddle...

...he's leading the group across the plains. Giant, blood-red BUTTES rising up out of the earth like ancient sentinels.

William's now riding with the group, his eyes on Wade ahead.

EXT. CAMP #2, FIELD - NIGHT

The group has now camped in the middle of a massive field of TALL BROWN GRASS which sways softly in the night breeze...

...everybody's hunkered down in a tight circle. Sharing some PIECES OF BREAD and a WATER CANTEEN as they keep a vigilant watch through the grass.

Wade notices William nervously shuffling his DECK OF CARDS.

WADE

You ever been to Dodge City.

WILLIAM

No, Sir.

WADE

Way you're shuffling those cards, I figured you for a pro.

WILLIAM

I practise all the time.

WADE

Meanest, dirtiest, wildest town in the whole country. Full of cattle drivers and road agents. Below the tracks was every sin a man could wish for. Women. Spirits. Gambling. Everything from five cent chuck-aluck to thousand dollar poker.

A darkness washes over the outlaw's face now.

WADE

'Course, it's all gone now. Farmers closed off their grazing lands. And driving cattle across state borders became illegal.

BUTTERFIELD

And the city's better for it.

WADE

Some places even had real Russian caviar. You know what caviar is.

WILLIAM

No, Sir.

WADE

Fish eggs. Finest in the world. So fine, you've got to eat them with a wooden spoon so it doesn't dull the taste. You parcel out a little bit on that spoon. Put it in your mouth and let the grains burst...

The look in William's eyes is killing Dan...

...and Wade's obviously delighted. He crawls over.

WADE

I have to go.

DAN

You ain't going nowhere.

WADE

No, I mean I have to go.

EXT. TALL GRASS, FIELD - NIGHT

Dan escorts Wade through the TALL GRASS away from the camp, eyes on the surrounding darkness. The SHOTGUN in his hands.

WADE

You got a good kid there, Dan.

DAN

I'd appreciate it if you wouldn't fill his head with stories.

WADE

Boy's at a point in his life where he's deciding which way he'll go.

DAN

He'll do just fine.

WADE

I truly thought he was gonna shoot me back there on that ravine. Even unarmed as I was. I thought he was gonna do it. There's a wildness in his eyes. Reminds me of when I was a kid.

DAN

My boy would never shoot an unarmed man. I taught him better than that.

Wade stops and unbuckles his pants...

...and Dan backs up, giving him some room.

WADE

I don't need to tell you the road to wickedness and corruption is a slippery one.

(pause)

Of course, for a man like me, the path to righteousness and decency is just as slick. All it takes is one good thing, doesn't it... One decent, honorable act. You do that just once and you're bound to do it again. And then again. And pretty soon, you're no longer doing what you want to do, but what you have to do. You know what that's like.

Dan's affected by Wade's ideas...

...gazing through the TALL GRASS at his son. He turns around to find that Wade has disappeared.

Dan's horrified. Rushing through the grass.

His shotgun leading the way. Looking for Wade.

All of a sudden, Wade leaps out of the grass and grabs Dan, wrestling him to the ground. Dan manages to lift his SHOTGUN into Wade's face...

...only to stop and stare. Wade is shushing him. Gazing out into the grass to their left. Sensing something out there.

BANG! The gunshot comes from nowhere...

...and knocks Dan's down --

EXT. CAMP #2, FIELD - NIGHT

-- they hear the shot at the camp. William suddenly runs out into the grass with his old PISTOL. The others trying in vain to stop him --

EXT. TALL GRASS, FIELD - NIGHT

-- more BULLETS fly over Wade's head as William drops down beside him, checking on his father. Dan's wounded. The shot clipped his skull...

...no time to think, Wade and William grab Dan and begin to drag him back towards the campsite. GUNSHOTS ripping through the grass on all sides.

Wade catches glimpses of them in the brush. A flash of BATTLE FEATHERS. A swish of RAWHIDE TROUSERS. A glint of a TOMAHAWK.

EXT. CAMP #2, FIELD - NIGHT

The horses are freaking out. BULLETS whizzing past their ears as Butterfield and Doc Potter help pull Dan into their camp.

Dan's starting to regain his bearings, looking about...

...the GUNFIRE is coming from three sides. They can't see the shooters through the grass. But the GUNFIRE is volcanic. Wade keeps his head low, calculating.

WADE

There's three of them.

DAN

Yours.

WADE

If they were mine, you'd be dead.

Dan struggles to cock his shotgun, woozy...

...the blood seeping into his eyes and blinding him.

WADE

Unchain me.

DAN

No.

WADE

They're gonna kill us if you don't unchain me. You want them to scalp your boy. *Unchain me.*

Dan stares at the outlaw, the GUNFIRE drawing closer...

...the others watch from their firing positions, waiting to see what Dan's going to do. Finally, he fumbles for the key.

WADE

I'm gonna need a gun.

Dan reluctantly gives Wade the HAMMER SHOTGUN...

...the outlaw checks the TWO SHELLS inside. Then holds out his hand for more shells. Dan shakes his head, grimacing in pain as Doc Potter tries to staunch the bleeding.

Wade realizes he's not getting any more ammo. He scoffs at Dan, then cocks both barrels of the shotgun. Waiting for a pause in the SHOOTING...

...then he scrambles away and vanishes into the grass. The others keep their eyes on the TALL GRASS. Praying. Hoping.

BOOM! They hear the SHOTGUN roar...

...no more shooting from the left of them.

ANGLE ON - WILLIAM

daring to lift his head. Glancing all around at the TALL GRASS. Heart in his throat. Waiting. Watching...

...BOOM! No more shooting from the right of them now.

ANGLE ON - DAN

keeping his eyes on the RIFLE SHOTS from ahead...

...and then all of a sudden, the rifle stops shooting.

Everyone in the camp listens now to the SOUNDS OF A STRUGGLE somewhere out in the grass. Men GRAPPLING and WRESTLING with each other...

...there's an ABRUPT GASP. The sound of METAL SLICING FLESH and the fall of a body to the ground. *Then there's silence.*

ANGLE ON - THE GROUP

staring into the swaying TALL GRASS...

...a FIGURE appears. Walking towards them.

It's Ben Wade. Covered in the blood of others. Looking like death incarnate. He walks up to Dan. Drops the empty HAMMER SHOTGUN and a feathered COCOPAH KNIFE at his feet...

...a long hard look between the two. Wade has just saved all of their lives. Dan hesitates, then replaces the cuffs on the outlaw. Wade doesn't resist.

WADE

We should get going before others show up.

DAN

Yeah...

The group mounts their horses. William catches Wade's eyes in the darkness. The bloody outlaw just climbs onto his horse...

EXT. CATTLE TRAIL, PLATEAU - DAWN

The MORNING SUN refracts on the horizon now, turning the thin clouds pink and purple. Every so often, they can hear DISTANT EXPLOSIONS ahead...

WADE

Sounds like your railroad's getting closer, Mister Butterfield.

BUTTERFIELD

That's the sound of progress.

...and he gives an easy laugh. Dan stares at him, cautious.

EXT. BLASTING CAMP, MOUNTAINS - DAY

BOOM! An EXPLOSION rocks the mountain range.

A CLOUD OF DUST pooling out of an enormous tunnel...

...we're in a massive blasting camp now, the precipice of the coming RAILROAD where HUNDREDS OF CHINESE WORKERS are slaving about like ants on a hive as they lay track.

ANGLE ON - DAN

as he leads the group through the blasting camp. All of them are appalled by the squalid conditions of the Chinese. Tents line the graded earth, sprinkled with woks and bowls...

...the workers themselves are thin and beat to hell. Wearing umbrella-like hats to ward off the scorching sun and falling dust which hangs like a morning haze everywhere.

WADE

There's your progress.

He directs Butterfield's eyes to a row of lifeless CHINESE WORKERS being wrapped in cloth and buried in a huge pit...

...the smell is overpowering and Butterfield's repulsed. Doc Potter sees other workers with missing limbs, poorly sutured and attracting flies.

William's caught by the haunting eyes of an emaciated SIXTEEN YEAR OLD CHINESE WORKER as he hauls a BASKET OF ROCKS past...

...but it's Dan who's most affected. This awful scene offends everything he stands for, everything he knows. He glances at Wade who genuinely seems to be feeling it, too.

EXT. TRAIN CAR, BLASTING CAMP - DAY

They pass a train car which is perched on some rails in the middle of the camp. Two TELEGRAPH WIRES connect the car to a chain of TELEGRAPH POLES which extend over the mountain --

INT. TRAIN CAR, BLASTING CAMP - DAY

-- inside we meet WALTER BOLES (48) who is sucking on a cigar behind his opulent desk, feeding leftover SCRAMBLED EGGS to a pet MONKEY sitting next to him. A pretty PROSTITUTE lays on a couch behind him.

A bookish telegraph operator, QUINCY (36), mans the TELEGRAPH CONSOLE while a brawny henchman, ZEKE (44), assiduously files his fingernails. A BULLWHIP and a PISTOL on his hip.

ZEKE

Says they wants forty dollars each month now. Like them Irish workers up north. Fucking coolies. They'll work just fine with my big boot up their asses.

BOLES

If I could teach a monkey to lay track...

ZEKE

What we need's some Negroes brung in. Show these Chinamen what real work is.

All of a sudden, Boles sees Wade passing by outside...

BOLES

Holy Fucking Christ...

ZEKE

What is it, boss.

...but Boles is already charging out the door. Zeke follows.

EXT. TRAIN CAR, BLASTING CAMP - DAY

Boles stops just outside, staring at Wade fifty feet away in the dusty haze. The group hasn't yet noticed Boles and Zeke.

BOLES

That's him.

EXT. BLASTING CAMP, MOUNTAINS - DAY

Boles trots up beside Butterfield, eyes on Wade as they ride through the camp. There's no sign of Zeke just yet...

BOLES

Grayson Butterfield. What're you doing in my neck of the woods.

...we notice Wade immediately sensing something wrong here.

BUTTERFIELD

Mister Boles. Just passing through on my way to Contention.

BOLES

All finished in Bisbee.

BUTTERFIELD

No, not yet...

BOLES

Better hurry. We just made the last blast through the mountain today.

Dan spots Zeke tracking them through the tents. Meets eyes with Wade. Dan cradles the SHOTGUN in his hands...

...while Butterfield and the others remain totally unaware.

BUTTERFIELD

Congratulations. I had no idea you were so far ahead of schedule.

BOLES

It's all about motivation. Finding the proper motivation so as to get the most out of your labor force.

All of a sudden, Zeke charges into the group...

...leveling a HENRY RIFLE squarely at Wade's face. And Boles draws a PISTOL. Butterfield's shocked and confused.

BUTTERFIELD

What the devil's going on.

BOLES

That man gunned down my kid brother
in front of me. Six years ago up in
Abilene.

WADE

Abilene...

(remembering)

Your brother was a lying, bilking
card sharp. Didn't like losing.

Boles COCKS his pistol, furious.

DAN

This's our prisoner, mister.

BOLES

Not anymore... You're on Railroad
Property. You surrender him to me.

Zeke rides up to Wade and grabs his horses' reins.

BUTTERFIELD

You can't do this. It's immoral.

WADE

He wants to return the favor I did
his brother. Morals got nothing to
do with it.

DAN

Hold on a minute, I was promised
two hundred dollars.

BOLES

Take it up with the Railroad.

DAN

No. I have to deliver this man to
Contention. I need that money.

BOLES

You need it bad enough to die.

Dan feels Zeke's HENRY RIFLE drifting towards him.

Nobody notices Doc Potter pulling a SHOVEL out of a pile of
rocks. He hefts the tool and swings it with all his might...

...WHACK! Straight into Zeke's face.

The big man falls off his horse, SCREAMING.

Dan fires his HAMMER SHOTGUN at the ground under Boles' horse and the animal rears up with fright. Pitching Boles down onto the dusty earth...

...it's all happening so quick, William doesn't know what's going on. Dan slaps his son's horse and the group takes off.

Dan takes the lead as the group races through the busy camp, heading for the tunnel. CHINESE WORKERS jump aside, clearing a path for them...

...meanwhile, Boles and Zeke regroup fast. Leaping back onto their horses and chasing after the group. Aiming their guns, FIRING furiously.

EXT. TENT CITY, BLASTING CAMP - DAY

Like mice navigating a maze, the two groups weave through the endless rows of tents. The workers are so focused, they don't even hear the GUNSHOTS until the pursuers ride past...

...both Boles and Zeke are pissed. Boles's face full of blind rage. He's not going to let his brother's killer escape.

ANGLE ON - DAN'S GROUP

as they ride into a BLASTING SITE where CHINESE WORKERS are set to dynamite enormous sheets of striated rock-face...

...BOOM! They escape the explosion by moments.

Tons of GRAVEL DUST billowing behind them. Dousing Boles and Zeke who ride right on through it. Like ghosts they come now, covered in DULL GRAY SOOT.

EXT. TUNNEL, BLASTING CAMP - DAY

CHINESE WORKERS stream in and out of the tunnel, moving rocks in WHEELBARROWS. Some leading PACK MULES with sacks strapped across their backs...

...they scramble out of the way as Dan and his group barrel past into the tunnel. Boles and Zeke are close behind, their GUNS BLAZING.

INT. TUNNEL, BLASTING CAMP - DAY

The tunnel is dark and eerie, lit only by a string of glowing KEROSENE LAMPS on one wall. CHINESE WORKERS jump to the sides of the tunnel for safety...

...the GUNSHOTS echoing like cannon blasts within the narrow walls. Oddly, Doc Potter's got a Cheshire grin on his face.

DOC POTTER

(to Dan)

You see me get that one with the shovel.

But before Dan can reply, Doc Potter gasps with pain...

...a BULLET striking him between the shoulders.

DAN

Doc.

He begins to fall off his horse...

...but Dan grabs him, keeping him on.

CLOSE ON - BOLES

lining up for another shot as he rides.

CLOSE ON - WADE

spotting some CHINESE WORKERS erecting a SUPPORT BEAM in the tunnel ahead. Wade snatches the HAMMER SHOTGUN off Dan...

...and fires point blank into the beam.

Dan and the others ride under the beam as it begins to crack and fall, releasing several TONS OF BOULDERS above. The roof caving in behind them...

...cutting off Boles and Zeke who rein their horses back just in time. Boles is utterly livid, glaring at the impasse.

BOLES

Fuck.

He turns his horse around and Zeke follows him back out --

EXT. TUNNEL, CONTENTION - DAY

-- as Dan and his group ride out the other end of the tunnel.

DAN

Help me.

Wade obliges Dan, helping ease wounded Doc Potter out of his saddle. He's losing blood and fading quickly. Eyes on Dan.

DOC POTTER

Did we do it. Did we get away.

DAN

Yeah... Yeah, we did.

DOC POTTER

(smiles)

You... You do what's right, Dan.

Now his eyes roll back and his body goes limp...

...and Dan just holds onto the Doc, staring at him.

EXT. TUNNEL, BLASTING CAMP - DAY

Meanwhile, Boles and Zeke exit their end of the tunnel back into the blasting camp. They stop suddenly just outside.

WHAT THEY SEE: *Charlie Prince and the others.* Perched upon their exhausted, sweat-stained horses around the entrance to the tunnel...

...they look exhausted, like they've been riding all night.

BOLES

Who are you.

CHARLIE PRINCE

We're looking for a group escorting an outlaw by the name of Ben Wade.

BOLES

Shit, they just past through here.

CHARLIE PRINCE

That so.

ZEKE

We were chasing them through the tunnel when they collapsed it.

BOLES

We're going after them, if you men want to join us. Chase them up over the mountain.

CHARLIE PRINCE
What's it to you.

BOLES
Ben Wade shot my brother.

CHARLIE PRINCE
Sorry to hear that.

BOLES
Up in Abilene. Six years ago.

CHARLIE PRINCE
You boys some kind of posse, huh.

BOLES
You could say that.

Charlie draws his two SCHOFIELDS in a flash.

They roar as one, catapulting Boles off his horse...

...the rest of the gang opens up on Zeke. Riddling him with
DOZENS OF BULLETS. Gunning the big man down to the ground.

HUNDREDS OF CHINESE WORKERS cease what they're doing, staring
at the scene. The entire camp frozen as if time has stopped.

Charlie Prince calmly holsters his twin SCHOFIELD PISTOLS.

CHARLIE PRINCE
I hate posses.

He gives a sharp nod to the gang...

...and they ride up towards the mountain.

EXT. RAILROAD, MOUNTAIN - DAY

Our group is following the railroad down from the mountain,
only four of them left now. Dan. William. Butterfield. And
their prisoner.

Dan's eyes are heavy with loss. He's had a rough forty-eight
hours and it's starting to take its toll. Wade studies him.

Ahead, Contention materializes out of the sizzling heat. And
the riders stop to gaze at it a moment -- they can't believe
they got here.

WADE
Congratulations, Dan.

Dan just shoots him a drained look and they ride on.

EXT. MAIN STREET, CONTENTION - DAY

As the group rides through town, they see nothing but WHORE HOUSES and SALOONS. Stores have IRON BARS on their windows. And there's not a single church to be found.

DRUNKS lay about in the shade. A HORSEMAN pukes while holding his horse. Another one takes an endless piss in an alley.

Wade catches Dan's horrified eyes and just smiles...

...we see that William is just as surprised as his father. Is this the fate that awaits idyllic Bisbee when the rail comes?

EXT. TRAIN STATION, CONTENTION - DAY

A CLOCK TOWER above the train station tells us it's a quarter to one. Dan eyes the clock intensely as the group rides up...

...the station is fairly open. Just one cramped shack for the STATION CLERK. And a CATTLE YARD brimming with a new batch of animals heading for the markets.

The MARSHAL'S OFFICE is right across the street...

...the door is barred. A sign reads: "CLOSED FOR REPAIRS".

WADE

My kind of town.

DAN

We need a place to lay low. Keep him out of sight and out of mind till the train comes.

BUTTERFIELD

There's a hotel a few blocks down the way.

EXT. HOTEL FRONT, CONTENTION - DAY

A fancy hotel sits on Main Street, overflowing with drunk men and loose women. Butterfield dismounts and ties his horse --

EXT. HOTEL BACK, CONTENTION - DAY

-- as the others dismount out the back. It's quieter here. A few TOWNSMEN walking past. None of them seem to notice Wade.

DAN
(to William)
Keep a watch on the edge of town by the rail head. You see Wade's gang, you let me know.

WILLIAM
Yes, Sir.

DAN
William.

The boy looks back at his father...

...but Dan just smiles and he rides off. A COOL WIND begins to grow. Dan notices.

EXT. STREETS, CONTENTION - DAY

William does a thorough reconnaissance of the obnoxious town, trotting down alleys and eyeballing suspicious characters...

...he's taking his job very seriously, clutching his PISTOL.

EXT. HOTEL BACK, CONTENTION - DAY

Across from the hotel is a DANCE HALL where a sign broadcasts the times of the performances. Wade points it out to Dan...

WADE
There's a Can-Can at two, if you're interested.

...just now, Butterfield opens a BACK DOOR.

INT. LOBBY, CONTENTION HOTEL - DAY

The lobby is quiet. A few men at the bar. The BARTENDER is the only one who seems to notice Wade. Watching Butterfield lead them up the stairs.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Butterfield UNLOCKS the door to a room covered in hearts.

BUTTERFIELD

It's the Bridal Suite. Hope you
don't mind, it's all they had.

Wade takes a seat on the DOUBLE BED while Dan checks out the room. He peels back the CURTAINS to reveal a huge BAY WINDOW that overlooks the street below.

WHAT DAN SEES: A DARK CLOUD BANK building on the horizon in the distance. *Rain clouds*. And Dan just can't believe it...

WADE

Well, would you look at that.

...a flicker of confusion crosses Dan's face.

EXT. MAIN STREET, CONTENTION - DAY

William also sees the RAIN CLOUDS down on the street below as he rides towards the edge of town. He's as shocked as Dan is.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Dan gazes at the clouds and the muffled FLASHES OF LIGHTNING within. He turns to see Butterfield and Wade looking at him.

WADE

Still need that two hundred, Dan.

Dan mulls this over cautiously...

DAN

I made a deal, I'll stick to it.

...and Butterfield's clearly much relieved. He sets his rifle down by the door and gives Dan his golden POCKET WATCH.

BUTTERFIELD

You'll need these more than me.

DAN

Where are you going.

BUTTERFIELD

To fetch your money.

DAN

See if you can find the marshal
while you're out. Ask him if he's
got any deputies to spare.

BUTTERFIELD

Mister Evans, you continue to give
me great confidence.

DAN

It ain't 3:10 yet.

Dan LOCKS the door behind Butterfield --

INT. LOBBY, CONTENTION HOTEL - DAY

-- and Butterfield hurries back down the stairs.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Dan hangs the POCKET WATCH on a COAT RACK. Wade rests on the
DOUBLE BED, feeling its bounce as he surveys the small room.

WADE

So this's the bridal suite, huh. I
wonder how many brides...

Dan just looks at him, unamused. He takes a seat in a ROCKING
CHAIR by the window. Rests the HAMMER SHOTGUN on his lap, the
rifle close...

...and he just stares out the windows at those blessed clouds
on the horizon. For the first time in a long time, things are
actually looking good.

Wade watches Dan a moment, thinking.

WADE

Hey, Dan.

DAN

Yeah.

WADE

What're you gonna do with your two
hundred dollars now that the rains
are coming.

DAN

Buy some cows. Mend the yards.

WADE

How'd you like to double that. Buy several cows. Mend the yards, well as anything else needs mending.

DAN

How you reckon I'm gonna do that.

WADE

Just drop your guns and let me walk out of here. See, that's worth four hundred dollars to me.

DAN

That what you think my price is.

WADE

No... No, I think your price is a thousand. *One thousand dollars.*

DAN

Don't know when to quit, do you.

WADE

There was *seven* on that stagecoach.

(Dan hesitates)

You want it, Dan. It's yours. I'll give it to you.

DAN

You'd really give me seven thousand dollars just to let you go.

WADE

Think what you could do with it, Dan. Buy a new place. As many cows as you want. Hire ranch hands. Send your boys to college. Let them grow up smart. Make leaders out of them. Senators and Congressmen. Think of Alice. She'd be the proud wife of the biggest rancher in Arizona...

(pause)

And all you have to do is say yes.

And for a moment, it seems like Dan's going to.

DAN

Would you send me a bank note. Or maybe you'd be kind enough to make a deposit it for me. Tell me, Wade. How would I account for all that money.

(MORE)

DAN (cont'd)

What would I say to people when I spend it. You got the jump on me. You escaped. And I somehow got a fortune. How dumb you think people are.

Wade just glares across the room at Dan.

WADE

Nobody needs to know.

DAN

Do me a favor, will you. Don't talk to me for a while.

WADE

You mean, we're still not friends.

DAN

We ain't even close.

WADE

Well, at about five minutes to three, Dan, we're gonna be a lot closer than you think.

And the way he says this gives Dan the chills. Dan glances at the POCKET WATCH on the wall: *It's still only one-thirty...*

EXT. HOTEL, CONTENTION - DAY

A STRONG WIND propels the RAIN CLOUDS over the sprawling city of Contention. Shrouding the hotel in a blanket of shadows...

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

...it's two-fifteen now. And Dan's sweating, even though the temperature has plummeted in the last forty-five minutes. A sudden KNOCK at the door.

DAN

Who is it.

BUTTERFIELD (O.S.)

It's me, Dan. I've brought some help.

DAN

You been gone a long time, Mister Butterfield. How do I know somebody ain't got a gun on you out there.

Something appears under the door. It's a TIN STAR.

Dan eagerly picks up the TIN STAR then UNLOCKS the door for Butterfield who shows in MARSHAL DOANE (54) and three other stalwart DEPUTIES. All armed with PISTOLS and RIFLES...

...all the men stare at Wade cautiously. He gives them a dark look. Dan's very relieved to see them, shaking their hands.

BUTTERFIELD

Dan, this is Marshal Will Doane.

MARSHAL DOANE

Mister Evans, three of my finest men. Harvey Pell. Sam Fuller. And Herb Baker.

DAN

Sorry about all that, marshal. I really am grateful for the help.

MARSHAL DOANE

Don't mention it.

WADE

(skeptical)

You fellas really gonna help put me on this train.

MARSHAL DOANE

It may not look like it, but this town's got law and order just like any other.

WADE

How much is Butterfield paying you.

BUTTERFIELD

That's none of your business.

WADE

(smiles)

You gonna come with us, too.

BUTTERFIELD

Oh, I'll be walking with you. Every step of the way... You have my word on that, Dan.

DAN

So there's six of us. Six is good.

EXT. MAIN STREET, CONTENTION - DAY

We find William still at his vigil on the edge of town, his eyes on the mountains. He begins to see something out there.

WHAT WILLIAM SEES: A tell-tale PLUME OF DUST billowing over a rise. Swirled about by the wind. And then, a HORDE OF HORSES explodes over the rise --

EXT. RAILROAD, CONTENTION - DAY

-- *it's Charlie Prince and the rest of Wade's gang!* They're riding fast and hard. Down from the mountain. Following the railroad into the final stretch.

Their horses are near death. Bloody and sweaty. The outlaws are on the shoot. Their dark, flinty eyes set on Contention.

EXT. MAIN STREET, CONTENTION - DAY

William promptly turns his horse and gallops back into town towards the hotel. A FLASH OF LIGHTNING thunders above him.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

There's an urgent KNOCK on the door in the bridal suite...

...everybody draws their guns, until they hear William.

WILLIAM (O.S.)

They're coming, I've seen them.

Dan quickly opens the door for him.

DAN

Where.

WILLIAM

About a mile out.

MARSHAL DOANE

How many are they.

WILLIAM

Ten or eleven.

MARSHAL DOANE

Which is it, boy. Ten or eleven.

DAN
Marshal. We need to get ready.

EXT. MAIN STREET, CONTENTION - DAY

The Ben Wade gang reaches Contention now, GALLOPING into town like they own it. People scatter off the streets in fear. All over town, doors are LOCKED and shutters are CLOSED...

INT. LOBBY, CONTENTION HOTEL - DAY

...meanwhile, Marshal Doane positions his deputies in the hotel lobby. The few people here quickly abandon the place, which annoys the bartender.

MARSHAL DOANE
Move along, folks. That's it. Keep
the doors clear. Thank you.

The three deputies take up firing positions inside the lobby.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Marshal Doane returns to the Bridal Suite now, joining Dan and William by the window. Eyes on the bend in the road up ahead as the gang finally appears --

EXT. HOTEL FRONT, CONTENTION - DAY

-- there's a curious crowd outside the hotel now. And not a decent soul among them. They're the sort of filth and vermin that often collects in these new railroad towns...

...and Charlie Prince notices them. He stops the rest of the outlaws outside the hotel. The bartender sees Charlie Prince.

INT. LOBBY, CONTENTION HOTEL - DAY

In the lobby, the three deputies start to get nervous.

DEPUTY BAKER
Sure are a lot of them.

DEPUTY FULLER
I didn't figure on it being the
whole gang.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Marshal Doane stares down at the huge gang, his confidence faltering. Dan backs up against the far wall, protectively drawing his son with him.

EXT. HOTEL FRONT, CONTENTION - DAY

Charlie Prince notices the bartender who gives him a look, directing his eyes up to the second floor BRIDAL SUITE --

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

-- we see him from the Bridal Suite on the street below.

CHARLIE PRINCE

Hey, boss. You in there.

WADE

What should I tell them.

DAN

Tell them you'll write them letters every day from Yuma.

WADE

Charlie. Go buy the boys a drink, I'll be down soon.

CHARLIE PRINCE

You okay.

WADE

Sure, I'm okay.

And he sits back on the bed --

EXT. HOTEL FRONT, CONTENTION - DAY

-- below, Charlie Prince turns to the growing crowd.

CHARLIE PRINCE

Listen up. Listen. That's Ben Wade they got up in there. They mean to put him on the 3:10 to Yuma...

INT. LOBBY, CONTENTION HOTEL - DAY

The three deputies in the lobby stare out at Charlie Prince.

DEPUTY FULLER
What's he doing.

DEPUTY PELL
I don't know.

EXT. HOTEL FRONT, CONTENTION - DAY

Charlie Prince rides over to Wu's SADDLE BAGS and shows the crowd a HANDFUL OF DOLLARS taken from the Railroad Coach.

CHARLIE PRINCE
We'll give two hundred dollars to
any one of you who shoots any one
of them.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Dan, Butterfield, William, Marshal Doane watch with dread.

CHARLIE PRINCE
Two hundred dollars guaranteed.

EXT. HOTEL FRONT, CONTENTION - DAY

The crowd CHEERS and immediately starts to disperse --

INT. RANCHER'S HOUSE, CONTENTION - DAY

-- we see a SEEDY RANCHER barge past his WIFE and KIDS in the kitchen as he grabs a shotgun off the wall and some shells --

INT. MINER'S HOUSE, CONTENTION - DAY

-- we see a FILTHY MINER load a PISTOL in his tent while a CHINESE CONCUBINE just watches him, naked in bed --

EXT. STREETS, CONTENTION - DAY

-- the streets fill with GUNMEN, positioning themselves along the route to the train station. *It's a gauntlet of firepower.*

INT. LOBBY, CONTENTION HOTEL - DAY

The deputies can see guns out the windows in all directions.

DEPUTY FULLER

There's gotta be thirty, forty more
guns out there now.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Marshal Doane watches the veritable army amassing outside. He suddenly turns for the door, cursing under his breath.

MARSHAL DOANE

Aw, to hell with this.

BUTTERFIELD

Now just a minute, marshal --

MARSHAL DOANE

Look, if it's a fair fight... Well
sure, I'd stay for that... A fair
fight, that's a man's duty... But
there's only six of us. I'm sorry,
mister. But I am not gonna die
today. And neither are my men.

DAN

Marshal. You forgot this.

Dan tosses the TIN STAR back at the marshal...

...he catches it, glares at Dan, then walks out.

INT. LOBBY, CONTENTION HOTEL - DAY

Butterfield pursues Marshal Doane down the stairs as he gathers his relieved deputies.

BUTTERFIELD

I'll double your money.

(no reply)

Do you want to see us shot down in
the street.

MARSHAL DOANE

Look, this whole thing happened in
Bisbee. Why should you bring your
troubles to Contention.

DEPUTY PELL
We've got families. Every one of us
is a family man.

BUTTERFIELD
I'm a family man, too.

MARSHAL DOANE
Then you best walk away.

And out they go. Butterfield looks utterly terrified.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Meanwhile, back up in the bridal suite...

WADE
You see, Dan. Everyone wants to
live. And that means Butterfield,
too. He'll walk out on you. He's
gonna come back up here and walk
out on you, Dan. Now what do you
figure you and your son are gonna
die for. Because Butterfield lost
some money.

...and Dan has no reply. He looks at William.

EXT. HOTEL FRONT, CONTENTION - DAY

Charlie Prince sees the marshal and his deputies walk out of
the hotel, guns down. And a smile creases his evil face...

...he turns to the BRIDAL SUITE WINDOW, calling up to Wade.

CHARLIE PRINCE
That all of them, boss.

WADE
Note quite.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Wade returns to the bed, glancing at Dan.

WADE
Your turn, general.

WILLIAM
What do you expect him to say.

WADE
I expect him to say something that makes sense. Something that might save your asses.

Dan glances nervously at William...

...the young man is scared but resolute.

WADE
Take a look, Dan... What's the matter, don't you wanna see them.

DAN
I'll see them soon enough.

WADE
How about you, kid. You wanna look.

DAN
(at William)
Stay away from the window.

WADE
He's old enough to make up his own mind, Dan.

William looks at his father and Wade...

...then ventures to the window and stares at the gang.

WADE
They're dogs. All of them. They'll gun you down and laugh while they do it.

WILLIAM
Call them off.

WADE
Why should I.

WILLIAM
Because you're not all bad.

WADE
What'd you say.

WILLIAM
You saved us from those Indians --

WADE
I saved myself.

Wade smiles, affected by the boy's thinking...

WADE

Kid, I wouldn't last five minutes
leading that crew if I wasn't as
rotten as all Hell.

...he says this with an unexpected touch of regret.

EXT. HOTEL FRONT, CONTENTION - DAY

Outside, Charlie Prince gives a nod to the gang and they all
split up. Disappearing into the streets and back alleys with
the dozens of CONTENTION GUNMEN.

Butterfield peeks nervously out the front of the hotel. He
sees all the gunmen waiting outside. And makes a decision.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

The DOOR OPENS suddenly and Butterfield rushes inside the
Bridal Suite. Wade instantly reads the look on his face.

WADE

Here it comes...

BUTTERFIELD

Listen to me, Dan. I'm not going
through with it. And if I'm not,
then you aren't either.

WADE

He's just as much a coward as the
rest of them.

BUTTERFIELD

Dan, listen to me... You think you
have any obligation, you don't. I'm
releasing you.

WADE

Now it's just the two of you, Dan.

BUTTERFIELD

Dan. Do you hear me. You have no
obligation.

WADE

You better listen to what he said.

WILLIAM

Maybe he's right, pa... Maybe we should just go on home.

BUTTERFIELD

If it's the two hundred you need, I'll pay you anyway.

Dan considers all of this very carefully...

...he speaks more to himself than the others.

DAN

I can't... Can't stand by and watch anymore.

WILLIAM

Then I'm going with you.

DAN

No. You're gonna go with Mister Butterfield. And he's gonna take you back home.

He pulls out the BROOCH...

...and gives it to William.

DAN

In case I don't make it, I want you to give this to your mother. Tell her... Just tell her that I had it with me to the end. That it kept me going.

WILLIAM

I ain't running.

DAN

You're a fine man, William. I should've told you that more.

Wade watches them, reluctantly moved.

DAN

You just remember how your old man walked Ben Wade to the station...

(soft)

...when nobody else would.

Dan gives Butterfield a look. And William reluctantly goes with him. Holding his father's eyes as he leaves the room.

EXT. HOTEL FRONT, CONTENTION - DAY

William and Butterfield mount their horses in front of the hotel. William stops to glance back up at the BRIDAL SUITE WINDOW one last time.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

In the window, Dan watches his son ride off until he can no longer see him. He checks the time: *Five minutes to three.*

WADE

You know, squeezing that watch
ain't gonna stop time.

Dan angrily hurls the POCKET WATCH at Wade...

...it misses by an inch, SMASHING against the wall.

WADE

Now you shouldn't get so scared,
Dan. Might back a bad move.

And Dan just turns away, staring out the window.

EXT. STREETS, CONTENTION - VARIOUS - DAY

The RAIN CLOUDS are hovering menacingly above Contention now, threatening to burst any second. A COLD WIND blusters through the deserted streets, tossing TUMBLE WEEDS to and fro.

Every now and then we glimpse one of WADE'S GANG. Hidden in alley ways. Or climbing on roof tops. *Loading their rifles.*

Elsewhere, we see CONTENTION GUNMEN readying to earn a buck.

EXT. MAIN STREET, CONTENTION - DAY

William rides through Contention with Butterfield, wracked with grief and guilt. He stops suddenly in the middle of the street. And turns to Butterfield...

...there's a look in the young boy's eye. He draws his old PISTOL and wheels his horse around. Butterfield follows him.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Dan sits in the ROCKER, staring outside at the rumbling STORM CLOUDS. Wade lies on the bed, DRAWING something on the inside pages of a HOTEL BIBLE...

...we can't quite see what he's drawing. And his eyes never seem to leave the page. His thoughts drifting as he speaks:

WADE

You ever read the Bible, Dan... I read it one time. I was eight years old. My daddy had just got himself killed over a shot of whiskey. My mother said we were going back East to start over. She gave me a Bible, sat me down at the station, told me to read while she went to buy our tickets. Well, I did as she said, read that damn Bible from cover to cover. Took me three days.

(pause)

Found out later, she'd married some banker in New York. Had three kids.

Just now, they hear a CLOCK CHIMING in the distance.

EXT. TRAIN STATION, CONTENTION - DAY

It's the CLOCK TOWER by the train station: *Three o'clock.*

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Dan just picks up his rifles and turns to Wade.

DAN

It's time.

INT. CORRIDOR, CONTENTION HOTEL - DAY

The BRIDAL SUITE DOOR cracks open and Dan peers out...

...the corridor is empty and quiet. Dan pushes Wade through the doorway with BUTTERFIELD'S RIFLE. The HAMMER SHOTGUN is slung over Dan's shoulder.

Dan keeps close to Wade as they walk down the corridor, eyes on the CLOSED DOORS than line the walls. One of them opens a little suddenly...

...and Dan lines up on it. But it's just an OLD MAN peeking out. He quickly closes the door. Dan and Wade keep moving.

INT. LOBBY, CONTENTION HOTEL - DAY

The hotel lobby is deserted, quite a contrast to the way we first saw it. Everybody's cleared out. Only the BARTENDER's still here...

...he watches Dan come down the stairs with Wade. He takes out a BOTTLE OF WHISKEY and pours two shots on the bar.

BARTENDER

(to Dan)

On the house, mister.

Dan stares at the drinks, then leads Wade over...

...the two men share their last shot together. Dan thanks the BARTENDER with a look, then presses on. The BARTENDER watches them go.

ANGLE ON - DAN & WADE

reaching the BACK DOOR they came through before. Dan trades a solemn look with Wade as he reaches for the BACK DOOR HANDLE.

WADE

There's still time to get out of this, Dan.

Dan turns the handle.

The BACK DOOR swings open...

...and a BLAST OF WIND rushes in.

Dan grasps Wade by the BACK OF HIS COLLAR, laying the barrel of the WINCHESTER over his shoulder as they creep outside --

EXT. HOTEL BACK, CONTENTION - DAY

-- the STORM CLOUDS are roiling above. FLASHES OF LIGHTNING within. The wind whips through the streets, attacking Wade's face as he appears in the doorway.

The outlaw scans the ROOFTOPS and ALLEYWAYS as Dan pushes him out the door. Both men quickly realize their horses are gone.

DAN

They took our horses.

WADE
 Didn't expect them to let us ride
 to the fucking station, did you.

All of a sudden, Campos appears on a rooftop...

...and Dan hurls Wade behind a STACK OF CRATES as the outlaw shoots his rifle. BANG! The round misses them both by inches.

EXT. ROOFTOP, CONTENTION - DAY

Campos keeps his rifle trained on the STACK OF CRATES as he swiftly cocks the LEVER ACTION, chambering a new round --

EXT. HOTEL BACK, CONTENTION - DAY

-- behind the barrels, Dan and Wade try to get a look at him.

DAN
 Tell him if he shoots again, I'll
 put a bullet in you.

WADE
 You got one more, Javier.
 (points)
 What about them.

WHAT THEY SEE: *Dozens of Contention gunmen swarming down the street towards them, drawn by the gunfire. Many of them are drunk, SHOOTING in the air...*

...they begin firing at Dan. Bullets SHATTER the barrels he's hiding behind. He prods Wade onto his belly. And now the two of them crawl behind a nearby WAGON CART.

The gunmen pepper the dirt around them with bullets. And they move faster, leaping to their feet. Ducking behind the corner as the crowd of guns chases after them.

EXT. STORE FRONT, CONTENTION - DAY

Dan and Wade catch their breaths outside a store front. An awning covers them from above. Dan spies the street ahead.

WADE
 You made the first block. Only ten
 more to go.

As he says this, their world EXPLODES IN GUNFIRE...

...two CONTENTION GUNMEN barrel out of an ALLEYWAY across the street as they fire their PISTOLS. BANG! BANG! BANG! BANG!

Wade automatically drops to the store front porch...

...the shots go wild, SMASHING the store front glass.

BOOM! Dan fires his HAMMER SHOTGUN without hesitation...

...the loud shot punches the nearest GUNMAN backwards off his feet. Spooking the other one enough to take cover in a store.

That gives Dan a few seconds...

...he hauls Wade to his feet and they scurry under the STORE FRONT AWNING as another member of Wade's gang starts to fire on them down the street. BANG! BANG! BANG! BANG!

The bullets rip into the wooden walls by their heads --

EXT. ALLEYWAY, CONTENTION - DAY

-- but they escape unharmed into an alleyway. Dan RELOADS his HAMMER SHOTGUN, shaken by the experience of killing a man.

WADE

Don't worry, you get used to it.

Dan just looks at him...

EXT. MAIN STREET, CONTENTION - DAY

...meanwhile, Charlie Prince beckons some other outlaws.

CHARLIE PRINCE

We'll seal them in.

They lay in wait at one end of the alleyway while the mob of CONTENTION GUNMEN zeroes in at the other end. *Trapping Dan.*

EXT. ALLEYWAY, CONTENTION - DAY

And he knows it. Wade keeps his eyes out both ways as Dan considers his options. A CRACKLE OF THUNDER above them.

Wade spots a GUNMAN lunging around a corner behind Dan...

WADE

Behind you.

...and Dan whips around, drawing the WINCHESTER.

BANG! He drops the outlaw and stares at the outlaw.

WADE

(shrugs)

Figured I owed you one for getting
me out of that railroad camp.

DAN

Thanks...

WADE

Now, you're on your own.

Back to the task at hand. Dan studies the street...

WADE

You're gonna have trouble getting
out of here.

...lots of wide open spaces, no cover. Not good. And then Dan
sees something that makes him a grin. A ROOF WORKER'S LADDER.

EXT. MAIN STREET, CONTENTION - DAY

Charlie Prince and the others get tired of waiting and move
in on the alleyway where we know Dan and Wade are hiding...

...the outlaws peel around the corner, guns drawn. As several
CONTENTION GUNMEN reach the alleyway at the other end. Dozens
of weapons aimed into the narrow space.

But Dan and Wade are not here anymore...

...the outlaws look around, confused. It only takes a moment
for Charlie Prince to spot the ROOF WORKER'S LADDER nearby.

CHARLIE PRINCE

(calling)

They're on the roofs.

EXT. ROOFTOPS, CONTENTION - DAY

Dan and Wade run full bore across the CITY ROOFTOPS, jumping
over narrow alleyways and dodging WILD GUNFIRE from below --

EXT. MAIN STREET, CONTENTION - DAY

-- as Charlie Prince and the others chase them on the ground, shooting at silhouettes. Attempting to outrun them to the end of the chain of buildings.

EXT. ROOFTOPS, CONTENTION - DAY

BANG! BANG! BANG! Splinters fly as Dan and Wade rush towards the last rooftop now. Both of them leaping off the edge --

INT. IRONWORKS FACTORY, CONTENTION - DAY

-- and CRASHING through a CANVAS AWNING which lands them both on a STEEL CAGE. And inches beneath the cage is a CAULDRON OF MOLTEN IRON.

Dan and Wade hurl themselves off the cage before they're both burnt to a crisp. Dan quickly draws his WINCHESTER on Wade...

...the two men finally catching their breath together now.

DAN
Worked alright, didn't it.

WADE
Yeah... Worked real good.

EXT. IRONWORKS FACTORY, CONTENTION - DAY

Meanwhile, the outlaws start to infiltrate the factory from the outside. Opening doors and climbing through windows --

INT. IRONWORKS FACTORY, CONTENTION - DAY

-- inside, Dan and Wade get their bearings. The equipment in the factory is primitive, the conditions shoddy. It's noisy, too. Machines CLANKING and HISSING everywhere.

Dan nudges Wade forward with the WINCHESTER, passing several RAILROAD ENGINEERS who duck and cower out of the way. One of them makes a Christian Cross gesture at Dan...

...we realize now that these machines are making the RAILS to form the train tracks. FURNACES rage, melting IRON ORE into a liquid state. The smell is pungent and omnipresent.

ANGLE ON - A CONTENTION GUNMAN

stalking Dan and Wade behind a furnace. Drawing a RAZOR-SHARP KNIFE from his belt. Now silently lying in wait for them.

But Dan spots the glint of the gunman's knife...

...and his eyes leap up to a VAT OF LIQUID METAL being hauled on a STABILIZER CHAIN above him. Dan aims his WINCHESTER.

BANG! The STABILIZER CHAIN snaps...

...and the vat dumps its load on the man.

ANGLE ON - DAN & WADE

listening to him SCREAM. All they can see is his KNIFE HAND quivering behind the furnace as he's doused in MOLTEN METAL.

EXT. RAIL YARD, CONTENTION - DAY

Dan and Wade rapidly navigate the rail yard outside, a maze of IRON RAILS stacked ten feet high. Everybody chases them.

Bullets SPARK and PING off the rails...

...one of them grazing Dan's cheek.

He stops to return fire with the WINCHESTER -- Charlie Prince and the others take cover, buying Dan a few precious moments.

EXT. HOTEL FRONT, CONTENTION - DAY

The STORM CLOUDS are really whipping up now. LIGHTNING arcs across the dark skies as William gallops back up outside the hotel with Butterfield in tow.

INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

William barges into the Bridal Suite to find it's empty. Only a wafer-thin PIECE OF PAPER torn out of the HOTEL BIBLE lying on the rocker...

...he picks up the paper and we see now that Wade drew quite an impressive likeness of Dan sitting on the rocker with his shotgun. Gazing out at the RAIN CLOUDS.

EXT. TRAIN STATION, CONTENTION - DAY

Dan hustles Wade up to the station now which is adjacent to the rail yard. The CLOCK TOWER says it's ten past three...

...but there's no fucking train!

For a second, Dan can't believe it. He rushes Wade up to the TICKET BOOTH. A frightened TRAIN CLERK stares out at them...

DAN

Where's the 3:10 to Yuma.

TRAIN CLERK

Running late, I suppose.

DAN

How late.

TRAIN CLERK

Beats me... It gets here when it gets here, don't it.

...and Wade just has to laugh.

WADE

Fucking trains.

EXT. RAIL YARD, CONTENTION - DAY

Meanwhile, Charlie Prince and the others reach the end of the rail yard and immediately start shooting. BANG! BANG! BANG --

EXT. TRAIN STATION, CONTENTION - DAY

-- one of the bullets catches Dan in the leg! He SCREAMS with pain. Wade grabs him, opening the door to the TICKET BOOTH.

WADE

Get outta here.

The TRAIN CLERK runs for his life...

...as Wade hurls Dan inside the booth.

INT. TICKET BOOTH; TRAIN STATION - DAY

Wade quickly closes the door behind them --

EXT. TRAIN STATION, CONTENTION - DAY

-- as everybody spreads out around the booth now. Taking up firing positions from every angle. *There will be no escape.*

INT. TICKET BOOTH, TRAIN STATION - DAY

Inside the booth, Dan winces with the pain in his leg...

...and Wade just can't sit there. He takes a KERCHIEF out of his pocket and begins to make a TOURNIQUET around Dan's leg.

WADE

You stupid sonofabitch. I've given you every opportunity to get out of this and now look at you.

Wade finishes tying the TOURNIQUET...

...and Dan just gazes at him gratefully.

DAN

I ain't stubborn, Ben...

WADE

What.

DAN

You said I was stubborn for... For keeping my family on my ranch...

WADE

Yeah well, what else you call it.

DAN

It's my son... Mark... The younger one. Got tuberculosis when we was two years old... Doctors said he'd die if he... He didn't have dry climate.

WADE

What're you telling me this for.

DAN

(shrugs)

Guess I wanted you to know I'm not stubborn.

Wade stares at Dan's grin, and starts to smile himself.

EXT. TRAIN STATION, CONTENTION - DAY

Outside, the whole town seems to be lying in wait. Charlie Prince is the closest to the TICKET BOOTH, trying to see in.

ANGLE ON - WILLIAM

riding up behind the outlaws, joining a CROWD OF PEOPLE who are venturing out now to witness the final bloody showdown, *spectators at the Colosseum...*

...now Butterfield rides up beside William. It's clear to all where Dan and Wade are. William quickly peels his horse away.

INT. TICKET BOOTH, TRAIN STATION - DAY

Back to Dan and Wade in the ticket booth...

WADE

Long as we're making confessions.

DAN

Yeah...

WADE

I've been to Yuma Prison before --
twice before. Escaped twice, too.

...the irony of this makes Dan grin with defeat.

EXT. CATTLE YARD, TRAIN STATION - DAY

Meanwhile, William rides around to the CATTLE YARD which is next to the station. He climbs off his horse, keeping hidden from the outlaws and gunmen...

...as he makes his way through the CATTLE towards the gate.

INT. TICKET BOOTH, TRAIN STATION - DAY

Wade stares at Dan in the ticket booth...

WADE

There's no sense putting me on this
train, Dan. I'll be out within the
week.

...and Dan just stares at him, wounded and weak.

EXT. CATTLE YARD, TRAIN STATION - DAY

Now William quietly slips the CATTLE GATE open, then scuttles back to his horse. The CATTLE stay in their yard, confused --

INT. TICKET BOOTH, TRAIN STATION - DAY

-- as Wade makes his final plea to Dan.

WADE

You made it further than anybody ever expected. Most of all, me. You did it. You're somebody now. Go on home to your family. Nothing good is gonna come from you doing this.

Suddenly, they hear a TRAIN WHISTLE.

EXT. TRAIN STATION, CONTENTION - DAY

Here she comes, the 3:10 to Yuma! A STEAM-POWERED LOCOMOTIVE hauling seven TRAIN CARRIAGES and a JAILHOUSE CABOOSE...

...all heads turn to watch as she puff towards the station.

INT. TICKET BOOTH, TRAIN STATION - DAY

Dan and Wade peer over the TICKET COUNTER and see the train coming towards them. And Dan just starts checking his ammo, gearing up for the last few yards...

...the rifle's empty. So he pulls the HAMMER SHOTGUN off his shoulder. Glancing at Wade who just stares at him sadly.

EXT. TRAIN STATION, CONTENTION - DAY

Charlie Prince keeps his SCHOFIELDS on the ticket booth as the train nears the station. Shouting over the TEMPESTUOUS WEATHER above...

CHARLIE PRINCE

They'll be coming.

...the other outlaws now prepare for the final shoot-out. The crowd, including Butterfield, watching anxiously behind them.

EXT. CATTLE YARD, TRAIN STATION - DAY

William gets ready on his horse at the back of the cattle as the LOCOMOTIVE rolls past, hissing steam out its wheels --

EXT. TICKET BOOTH, TRAIN STATION - DAY

-- pulling into the station as the DOOR OPENS on the ticket booth. Dan escorts Wade out, the HAMMER SHOTGUN at his back.

EXT. TRAIN STATION, CONTENTION - DAY

The OUTLAWS and the GUNMEN get set to fire --

EXT. CATTLE YARD, TRAIN STATION - DAY

-- but then William suddenly fires a shot from his old PISTOL and the spooked CATTLE begin to stampede out the open gate.

EXT. TICKET BOOTH, TRAIN STATION - DAY

Dan sees his son deftly whipping up the cattle...

...and for a moment, Dan's furious. But then he realizes that William's driving the CATTLE between them and the outlaws.

EXT. TRAIN STATION, CONTENTION - DAY

The animals steam past the outlaws, blocking their line of fire. Only Charlie Prince manages to scuttle around them...

...he's engulfed in PLUMES OF STEAM from the LOCOMOTIVE.

EXT. TICKET BOOTH, TRAIN STATION - DAY

Neither Dan nor Wade notices...

...both men breaking for the JAILHOUSE CABOOSE at the back of the train. Keeping their heads low just beyond the CATTLE.

EXT. TRAIN STATION, CONTENTION - DAY

William rides past the station, urging the cattle on...

...rejoining Butterfield in the crowd, turning back to watch.

EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

An old PRISON GUARD on the JAILHOUSE CABOOSE sees Dan coming with Wade. He rises to his feet, grabbing the JAILHOUSE KEYS off the rack behind him...

...as they get closer, he notices that Dan is limping. And he seems to recognize Ben Wade's face.

DAN
I've got a prisoner to go to Yuma.

CHARLIE PRINCE
The Hell you do, rancher.

The outlaw materializes out of the steam...

...both his SCHOFIELDS pointed at Dan and Wade. And for just a moment, they're not totally sure who he's going to shoot.

EXT. TRAIN STATION, CONTENTION - DAY

William and Butterfield watch from the station...

...the cattle have past now and Wade's gang converges on the showdown by the JAILHOUSE CABOOSE. William quickly dismounts.

EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

Dan keeps the HAMMER SHOTGUN in Wade's back as Charlie Prince yells at Wade over the ominous THUNDER and LIGHTNING above...

CHARLIE PRINCE
Drop, boss. Drop and I'll kill him.

WADE
Don't shoot, Charlie.

CHARLIE PRINCE
Go down. Give me a shot.

WADE
Put your guns down. That's an order. Put them down, Charlie.

CHARLIE PRINCE
(shouting)
Give me a fucking shot.

...but Wade won't budge, glaring at Charlie Prince.

ANGLE ON - JACKSON

drawing a bead on Dan behind them. Wade notices...

WADE

No.

...but Dan's already turning around. And now he's no longer protected by Wade. *In this moment, Charlie Prince unloads.*

ANGLE ON - WADE

helpless to stop it as the first shot hits Dan in the back, a coward's shot. Dan arches. SCREAMING with sharp, sudden pain.

ANGLE ON - WILLIAM

grinding to a halt fifty yards away as the next two BULLETS strike Dan's gut. Another shot takes out his right knee...

...and two more rip into Dan's body, dropping him.

ANGLE ON - THE PRISON GUARD

watching all of this from the caboose, terrified...

...as Wade rushes to Dan and cradles the dying rancher in his lap. Charlie Prince just triumphantly RELOADS his SCHOFIELDS.

WADE

Dan... Can you hear me, Dan.

Dan looks up at Wade, bloody and weak...

...as the first DROPS OF RAIN fall on his face.

EXT. TRAIN STATION, CONTENTION - DAY

A thick DELUGE OF RAIN douses the train station and everybody around it. *Three years of drought finally coming to an end...*

...the whole landscape is transformed in seconds. Dust turns to mud. Gutters swell and overflow. People rush to get under awnings and canopies.

Not William, he just stares at his father...

...as Butterfield approaches, a hand on his shoulder.

EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

The other outlaws walk up now, holstering their weapons and fetching their horses. We notice Wu climbing onto his horse with the cash-laden SADDLE BAGS...

...as Dan feels the rain on his face. There's a faint smile, then his eyes finally roll back. And now Dan Evans is gone.

EXT. TRAIN STATION, CONTENTION - DAY

CLOSE ON - WILLIAM

realizing with horror that his father is dead.

EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

CLOSE ON - WADE

gently setting Dan down in the mud, a change in his eyes...

...as Charlie Prince struts on over and fishes for the HAND CUFFS KEY in Dan's pockets. He proceeds to UNLOCK Wade now, dropping the key and the cuffs as he walks off.

CHARLIE PRINCE
I hate ranchers.

He takes only a few steps, then stops. A sixth sense telling him to turn around. There's Wade standing in the rain...

...with the HAMMER SHOTGUN by his side.

Charlie Prince just stares at him, bewildered.

The other outlaws watching this, just as confused.

EXT. TRAIN STATION, CONTENTION - DAY

William begins to pick up on the sudden tension now, watching with Butterfield as the drama unfolds just fifty yards off --

EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

-- the outlaws go rock still in the rain. All eyes on Wade and that HAMMER SHOTGUN. Wade is just as still and silent.

Suddenly, Charlie Prince draws...

...BOOM! The HAMMER SHOTGUN bellows.

Catapulting the outlaw back three feet --

EXT. TRAIN STATION, CONTENTION - DAY

-- the spectators are watching, stunned.

The CONTENTION GUNMEN don't know what to do.

BUTTERFIELD

(muttering)

Did you see that... He shot one of
his own... He just shot him.

William clasps his old PISTOL, riveted by this.

EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

Wade's gang is utterly shocked...

...and utterly livid. Staring at Charlie Prince's corpse in
the rain. What happens next takes no more than five seconds.

Jackson draws his rifle on Wade...

...BANG! The shot scrapes Wade's shoulder.

And Wade lifts the HAMMER SHOTGUN and fires. Jackson vanishes
in a CLOUD OF SMOKE. And Wade tosses the empty shotgun aside.

The nine other outlaws draw their guns now...

...as Wade dives and rolls towards Charlie Prince.

Snatching the two SCHOFIELD PISTOLS from his dead hands.

Wade aims and fires at the outlaws all around him...

...taking them out with ruthless precision. They fire back
wildly, out of control. Some shots clip Wade. Most miss.

EXT. TRAIN STATION, CONTENTION - DAY

ANGLE ON - WILLIAM

watching Wade fifty yards away through the BLINDING RAIN...

...a dark, silhouetted outlaw brandishing DOUBLE PISTOLS. He
is terrifying. A mad-dog killer. *Exactng his cruel revenge.*

EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

Wu swiftly lines up a pistol on Wade...

...but a HEAD SHOT knocks him off his horse. The SADDLE BAGS fall with him. And several ROLLS OF CASH spill onto the mud.

And with that, the last outlaw falls...

...the GUN SMOKE takes several seconds to clear.

EXT. TRAIN STATION, CONTENTION - DAY

And when it does, William sees Wade standing amidst a pile of bodies by the train. Bloody and beat. He looks at William...

...neither of them moving for a moment.

Then William draws his old PISTOL on Wade...

...and Wade just stands there, gazing at William. He even drops the SCHOFIELD PISTOLS. Surrendering to his fate.

William can shoot Wade if he wants...

...his hand trembles with rage, finger squeezing the trigger as he commits to the shot. But then, he glances at his father lying there on the wet ground.

And the boy finally lowers his pistol.

EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

Wade considers this a moment, then spies the SADDLE BAGS on the ground. He walks over and tucks the money back inside --

EXT. TRAIN STATION, CONTENTION - DAY

-- and for a moment, Butterfield thinks Wade is returning the money to him. But then, Wade gives the SADDLE BAGS to William and gives Butterfield only a menacing look.

Wade turns to William now. There are tears in the boy's eyes, lost upon his rain-washed face. Wade's unsure what to say...

WADE

You make your pa proud now.

...the boy nods and Wade just stumbles back through the rain.

EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

Back to the waiting LOCOMOTIVE. Picking up the HAND CUFFS and the key in the mud. Glancing down at Dan's lifeless body...

...as he locks his hands together once more.

Then he simply climbs up onto the JAILHOUSE CABOOSE, handing the stunned PRISON GUARD his HAND CUFFS KEY. The guard opens the jailhouse --

INT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

-- and Wade helps himself inside, taking a seat. The PRISON GUARD dutifully locks the CELL DOOR behind the outlaw.

EXT. TRAIN STATION, CONTENTION - DAY

William and Butterfield watch all of this, shaken.

BUTTERFIELD

That's got to be the first good thing that man's ever done.

WILLIAM

It ain't the first...

INT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

And we can tell Wade's thinking the same thing...

...a slight smile flickers across his weary face as the train begins to move, his body swaying slightly with the motion --

EXT. TRAIN STATION, CONTENTION - DAY

-- we PULL BACK ON: The train as it draws out of the station now, passing a RAILROAD SIGN to Yuma in the POURING RAIN...

...the CAMERA RISES on the rain-drenched wilderness as we --

FADE OUT.

